

EXHIBIT 32-C

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., June 15, 1942
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, June 15, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, E. Gillen, C. Joys, Jr., H. Lindsay, B. Rahm and L. T. Smith.

DIRECTORS ABSENT: Messrs. W. C. Buchanan, F. Conrad and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahm, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on May 18, 1942, which were read and approved.

REPORT: The balance sheet of the company as of May 31, 1942, and an income and profit and loss statement for the five months ending May 31, 1942, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

WISCONSIN TAXPAYERS ALLIANCE:

WISCONSIN CITIZENS PUBLIC EXPENDITURE SURVEY:

The meeting then proceeded to consider the appeals of the two organizations listed above for renewal of our subscriptions in support of their work. After discussion and careful consideration, the following resolutions were unanimously adopted:

On motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of Two Hundred and Fifty Dollars (\$250.00) to the Wisconsin Taxpayers Alliance.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 6/15/42 (Cont.)

On motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of Four Hundred Dollars (\$400.00) to the Wisconsin Citizens Public Expenditure Survey.

APPOINTMENT OF BANKERS TRUST COMPANY AS FISCAL
AGENT IN THE BOROUGH OF MANHATTAN IN THE CITY

OF NEW YORK: The President informed the Board that due to the closing of the offices of The United Light & Power Service Company, located at 52 William Street, in the City of New York, it will be necessary to appoint some other company as the Fiscal and Withholding Agent of this company, with offices in the Borough of Manhattan in the City of New York. Inasmuch as the Bankers Trust Company, a New York corporation, is already acting as our Paying Agent for the purpose of paying interest due on our Mortgage Bonds, it is recommended that the Bankers Trust Company be also appointed as our Fiscal and Withholding Agent.

After discussion and careful consideration, and upon motion of Mr. Joys, Jr., the following resolutions were unanimously adopted:

WHEREAS Bankers Trust Company, a New York Corporation, with its principal office at 16 Wall Street, New York, New York, having by resolution of this Board of Directors adopted on August 16, 1938 heretofore been appointed the Paying Agent of this Company for the purpose and with full power to pay at the office of said Bankers Trust Company in the City of New York, State of New York, the interest upon the First Mortgage Gold Bonds $4\frac{1}{2}\%$ Series due 1967, dated March 1, 1927, and due March 1, 1967 of this Company issued under Indenture dated February 15, 1927 as such interest from time to time matures, all payments to be made out of funds to be provided the Paying Agent for that purpose, and

WHEREAS this Company desires to appoint said Bankers Trust Company its Fiscal Agent with respect to the semi-annual interest payments on said First Mortgage Bonds $4\frac{1}{2}\%$ Series due 1967 of this Company, effective May 1, 1942,

NOW, THEREFORE, BE IT RESOLVED: that said Bankers Trust Company be and it hereby is further constituted the withholding agent and attorney of this Company for the purpose of collecting any and all income taxes required to be collected under the Internal Revenue Code or any amendment thereof, and the Treasury Department regulations pertaining thereto, upon the interest so paid from time to time on the above mentioned obligations of this Company, and that said Bankers Trust Company hereby is authorized and empowered

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 6/15/42 (Cont.)

to make any and all payments and reports and to file any and all returns and accompanying certificates and to attend to adjusting any such tax liabilities with the Federal Government which payments, reports, etc., as such agent, it may be permitted or required to make or file under any of said Revenue Codes and the Treasury Department regulations pertaining thereto; and

BE IT FURTHER RESOLVED that in consideration of the acceptance of this appointment and the performance of its duties in connection with the above-described obligations, this Company shall indemnify and hold harmless said Bankers Trust Company from any and all costs, expenses, attorney's fees and other disbursements or liabilities which may or can accrue or be incurred by said Bankers Trust Company in connection with such agency; and

BE IT FURTHER RESOLVED that the President, any Vice President, the Treasurer or the Secretary of this Company be, and they hereby are, authorized to notify said Bankers Trust Company of its appointment as such fiscal agent and to do and perform any and all acts and things and execute and acknowledge, if necessary, and deliver all instruments necessary or in their judgment proper to carry out said appointment and the intent and purpose of the foregoing resolutions.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., July 20-1942
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, July 20, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on June 15, 1942, which were read and approved.

REPORT: The balance sheet of the company as of June 30, 1942, and an income and profit and loss statement for the six months ending June 30, 1942, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

RETIREMENT OF OLD EMPLOYEES: The President then submitted for consideration the cases of William T. Haertel and Joseph A. Jankowski, old employees of the company who, because of age infirmities and permanent illness, should be retired from active service. He recommended that, upon their retirement, they be given a welfare allowance payable monthly until further action of the Board.

William T. Haertel, employed as the supervisor of our Exhibition Hall since 1918, is 69 years of age and is afflicted with heart enlargement. He has been in the employ of the company continuously since June, 1901, or 41 years. Eligible for Federal Old Age Benefits.

Joseph A. Jankowski, employed as a carpenter at our Third Ward Station, is 63 years of age and is also afflicted with heart ailments. He has been in the employ of the company continuously since May, 1924, or 18 years. Ineligible for Federal Old Age Benefits.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 7/20/42 (Cont.)

Complete records of these two employees are on file in the Payroll Department.

Upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that William T. Haertel be retired from duty, and that until further action by the Board of Directors he be given an allowance of Fifty-five Dollars (\$55.00) per month, beginning August 1, 1942, chargeable to Welfare Account.

Upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that Joseph A. Jankowski be retired from duty, and that until further action by the Board of Directors he be given an allowance of Twenty Dollars (\$20.00) per month, from August 1, 1942 until he has reached the age of 65, at which time he will become eligible for Federal Old Age Benefits, and that such payments be charged to Welfare Account.

APPOINTMENT OF BANKERS TRUST CO. AS REGISTRAR OF
FIRST MORTGAGE BONDS, 4 $\frac{1}{2}$ % SERIES DUE 1967 OF THE

COMPANY: The President informed the Board that due to the very much reduced personnel at the New York office of the American Light & Traction Company they would like to be relieved from acting as registrar of our bond issue. Under the circumstances, and inasmuch as the Bankers Trust Company, a New York corporation, is already acting as our Paying and Fiscal Agent, with offices in the Borough of Manhattan, in the City of New York, it is recommended that the Bankers Trust Company be also appointed as the Agent of the Company, effective August 1, 1942, for the registration of our First Mortgage Bonds, 4 $\frac{1}{2}$ % Series due 1967.

After discussion and careful consideration, and upon motion of Mr. Wanvig, the following resolution was unanimously adopted:

RESOLVED, that the office of Bankers Trust Company, 16 Wall Street, New York City, be and the same is hereby designated as the agency of the Company in the City of New York for the registration of First Mortgage Gold Bonds 4 $\frac{1}{2}$ % Series due 1967 of the Company issued and to be issued under the First Mortgage dated February 15, 1927, between the Company and The Union Trust Company of Pittsburgh, Trustee; that the Company

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 7/20/42 (Cont.)

shall keep at said agency, books for the registration, transfer and exchange of such bonds in accordance with the provisions of the First Mortgage; that Bankers Trust Company be and it is hereby appointed Registrar of the Company for the purpose of registering at said agency on said books and in accordance with and to the extent authorized by the terms and the provisions of the First Mortgage, bonds of such series issued and to be issued under and secured thereby, and that Bankers Trust Company be and it is hereby authorized to accept from holders thereof under and pursuant to the provisions of the First Mortgage (1) coupon bonds presented for registration as to principal only, (2) coupon bonds presented for exchange for registered bonds without coupons (3) registered bonds without coupons presented for exchange for coupon bonds and (4) registered bonds without coupons presented for exchange for other registered bonds without coupons; and that bonds so received for exchange by said Bankers Trust Company may be cancelled by it prior to the shipment thereof to The Union Trust Company of Pittsburgh, provided that the Trustee's Certificate thereon shall be left intact. The designation and appointment herein shall be effective on August 1, 1942.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., August 17-1942
 4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, August 17, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, F. L. Conrad, Edw. E. Gillen, C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig, constituting the entire Board.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on July 20, 1942, which were read and approved.

REPORT: The regular balance sheet of the company as of July 31, 1942, and an income and profit and loss statement for the seven months ending July 31, 1942, were presented and considered. The President also reported as follows:

That on August 5, 1942, the officers made a payment of \$150,000.00 on the debt owing the American Light & Traction Company of \$297,100.00. The indebtedness was created at the time of the consolidation of the four Suburban Companies with Milwaukee Gas Light Company when the Milwaukee Gas Light Company purchased 32,966 shares of its Common Stock from the American Light & Traction Company, at par, for \$1,648,300.00. Of this amount \$1,351,200.00 was paid in cash and the balance of \$297,100.00 has been carried on open account without interest;

That on July 27, 1942, the officers insured the Office Building, West Side Station and Third Ward Station, including contents, against possible loss due to war damage. The insurable values of the properties, which represent 80% of the reproduction cost less depreciation, amounted to \$7,438,604.00. The total premium paid was \$9,782.65;

That on July 31, 1942, a notice was received from the Wisconsin Department of Taxation fixing the assessment of our property for the year 1942 at \$23,000,000.00. The amount is the same as the Assessment for last year, which is considered reasonable.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 8/17/42 (Cont.)

REPORT (CONT.)

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Joys, Jr., duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of September, 1942, to stockholders of record at the close of business on the 25th day of August, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

RETIREMENT OF OLD EMPLOYEE: The President then submitted for consideration the case of Pasquale (Patsy) Cozza, an old employee of the company, who, because of an advanced palsy condition should be retired from active service.

Mr. Cozza was employed as a fuel elevator operator at our Third Ward Station. He is 62 years of age and has been in the employ of the company for a total of 33 years. He is ineligible for Federal old age benefits. A complete record of this employee is on file in the Payroll Department.

Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that Pasquale (Patsy) Cozza be retired from duty, and that until further action by the Board of Directors he be given an allowance of Thirty Dollars (\$30.00) per month, from September 1, 1942, until he has reached the age of 65, at which time he will become eligible for Federal old age benefits, and that such payments be charged to Welfare Account.

100% EMPLOYEES PAYROLL ALLOTMENT FOR THE

PURCHASE OF WAR SAVINGS BONDS: The President was happy to report that all of our employees (100%) are now purchasing War Savings Bonds through the company, who are issuing agents for the government. He also stated that a campaign is now on among our employees to increase the amount of payroll allotment to at least 10% of the total payroll. Already 150 of our employees are members of the Club by pledging 10% or more of their earnings each month.

ADJOURNMENT: There being no further business, on motion duly made, and seconded, the meeting adjourned.

L. G. Smith
Secretary

MILWAUKEE GAS LIGHT COMPANY

Special Meeting of the
Board of Directors

Milwaukee, Wis., September 9-1942
4:00 P.M.

Pursuant to call, due notice having been given, a Special Meeting of the Board of Directors of Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, September 9, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on August 17, 1942, which were read and approved.

COMMON STOCK DIVIDEND: The President stated that the purpose of the meeting was to discuss and pass upon the advisability of declaring a dividend on the Common Stock of the company. Financial statements of the earnings for the eight months of this year, together with a statement of the cash balance available, were submitted and after discussion and careful consideration the following resolution was, upon motion of Mr. Buchanan, duly seconded, unanimously adopted:

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 19th day of September, 1942, to stockholders of record at the close of business on the 14th day of September, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

ADJOURNMENT: There being no further business, on motion duly made, and seconded, the meeting adjourned.

L. T. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., September 21-1942
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, September 21, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, Carl J. Joys, Jr., H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on September 9, 1942, which were read and approved.

REPORT: The regular balance sheet of the company as of August 31, 1942, and an income and profit and loss statement for the eight months ending August 31, 1942, were presented and considered.

Upon motion of Mr. Buchanan, duly seconded, the officers were authorized to purchase United States War Savings Bonds, Series F or G, not to exceed a total maturity value of \$50,000., and to purchase United States Treasury Tax Savings Notes for the payment of Federal Income Taxes in the amount not to exceed the Federal Income Tax liability for the year 1942.

After further discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

RETIREMENT OF OLD EMPLOYEE: The President then submitted for consideration the case of Jack Barchent, an old employe of the company, who, because of permanent illness should be retired from active service.

Mr. Barchent was employed in the Street Division of the Distribution Department, first as a laborer and then successively as a pipe fitter, foreman and as his health began to fail was given lighter work as janitor in one of the storerooms. He is 66 years of age and has been in the employ of the company for a total of 28 years. He is eligible for Federal Old Age Benefits. A complete record of this employe is on file in the Payroll Department.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 9/21/42

RETIREMENT OF OLD EMPLOYE (CONT.)

Upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that Jack Barchent be retired from duty, and that until further action by the Board of Directors he be given an allowance of Twenty-five Dollars (\$25.00) per month, beginning October 1, 1942, chargeable to Welfare Account.

SUBSCRIPTION TO THE COMMUNITY - WAR CHEST: The President stated that this year the Community Fund is uniting with the War Chest for Milwaukee County, which includes various agencies for War Relief and aid to the Armed Forces. He recommended that consideration be given to the consolidation of the appeals of the various agencies by increasing our subscription to \$7,000. for the coming year.

After discussion and careful consideration, and upon motion of Mr. Buchanan, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of Seven Thousand Dollars (\$7,000.00) to the Community - War Chest of Milwaukee County for the fiscal year ending October 1, 1943.

SUBSCRIPTION TO MILWAUKEE FRIENDS OF MUSIC, INC.: The meeting then proceeded to consider the appeal of the Milwaukee Friends of Music, Inc., and after discussion, and upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of Fifty Dollars (\$50.00) to the Milwaukee Friends of Music, Inc. for the season of 1942-1943.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., October 19-1942
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, October 19, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad, E. Gillen, Carl Joys, Jr. and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on September 21, 1942, which were read and approved.

REPORT: The regular balance sheet of the company as of September 30, 1942, and an income and profit and loss statement for the nine months ending September 30, 1942, were presented and considered.

The Treasurer reported that pursuant to the authority granted by the Board of Directors at their regular meeting of September 21, 1942, the officers purchased United States Treasury Tax Savings Notes - Series "C" 1945, in the total amount of \$300,000.00, and United States War Savings Bonds - Series "F", in the total amount of \$7,400.00 (purchase price).

After discussion and careful consideration, the reports, with appended analysis and statistics, were then ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., November 16-1942
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, November 16, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad, Carl Joys, Jr. and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on October 19, 1942, which were read and approved.

REPORT: The regular balance sheet of the company as of October 31, 1942, and an income and profit and loss statement for the ten months ending October 31, 1942, were presented and considered.

Upon motion of Mr. Buchanan, duly seconded, the officers were authorized to pay the balance of \$147,100.00 owing the American Light & Traction Company if and when cash is available after the payment of property taxes due on December 1, 1942. The indebtedness was created at the time of the consolidation of the four Suburban Companies with the Milwaukee Gas Light Company when the Milwaukee Gas Light Company purchased 32,966 shares of its Common Stock from the American Light & Traction Company, at par, for \$1,648,300.00. Of this amount, \$1,351,200.00 was paid at the time and \$150,000.00 was paid on August 5, 1942, leaving a balance of \$147,100.00 carried on open account.

After further discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 11/16/42 (Con't.)

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of December, 1942, to stockholders of record at the close of business on the 24th day of November, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

RETIREMENT OF OLD EMPLOYE: The President then submitted for consideration the case of Pat. Regan, an old employe of the company, who, because of age infirmities, should be retired from active service.

Mr. Regan was employed at the Third Ward Station as a chief water gas maker in our water gas production plant. He is 81 years of age and has been in the employ of the company for a total of 50 years. He is eligible for Federal Old Age Benefits. A complete record of this employe is on file in the Payroll Department.

Upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that Pat. Regan be retired from duty, and that until further action by the Board of Directors he be given an allowance of Sixty Dollars (\$60.00) per month, beginning November 1, 1942, chargeable to Welfare Account.

THE NATIONAL ASSOCIATION OF MANUFACTURERS:
MILWAUKEE ASSOCIATION OF COMMERCE:

The meeting then proceeded to consider the appeals of the two organizations listed above for renewal of our subscriptions. After discussion and careful consideration, the following resolutions were unanimously adopted:

On motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of One Hundred Dollars (\$100.00) to The National Association of Manufacturers as membership dues for the twelve months ending November, 1943.

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 11/16/42 (Cont'd.)

MILWAUKEE ASSOCIATION OF COMMERCE (Cont'd.)

On motion of Mr. Buchanan, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew subscription of Six Hundred Dollars (\$600.00) to the Milwaukee Association of Commerce as membership dues for the year ending January 31-1944.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., December 21-1942
4:00 P.M.

There being no quorum present, the meeting adjourned
to Wednesday, December 23, 1942, at 4:00 o'clock P.M.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Adjourned Regular Meeting of the

Board of Directors

Milwaukee, Wis., December 23, 1942
4:00 P.M.

The adjourned regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, December 23, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, C. Joys, Jr., H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the meetings of the Board of Directors held on November 16, 1942 and December 21, 1942, which were read and approved.

REPORT: The balance sheet of the company as of November 30, 1942, and an income and profit and loss statement for the eleven months ending November 30, 1942, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

The discussions were to the effect that the financial operations of the corporation for the year 1942 were gratifying, and the directors expressed themselves as wishing to show in an appropriate manner their appreciation.

Thereupon, upon motion duly made and seconded, the following resolution was adopted by a majority of the directors present:

WHEREAS, the financial and operating report of the corporation has been submitted; and

WHEREAS, it appears that the officers and other members of the organization during the year 1942 had many trying and unusual problems to meet and, notwithstanding that fact, the operations of the corporation were conducted in a highly satisfactory manner and with gratifying results:

RESOLVED, that the appreciation of this board to the officers and employees of the corporation for their competent services and devotion to the corporation's business in a difficult and extraordinary period be and the same is hereby expressed.

MILWAUKEE GAS LIGHT COMPANY

-2- Adjourned Regular Meeting of the Board of Directors - 12/23/42 (Cont.)

COMMON STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded,
it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 28th day of December, 1942, to stockholders of record at the close of business on the 23rd day of December, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

CHAMBER OF COMMERCE OF THE UNITED STATES: Upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of One Hundred Fifty Dollars (\$150.00) to the Chamber of Commerce of the United States as associate membership dues for the year ending December 31, 1943.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

H. V. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., January 18-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, January 18, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wamvig.

DIRECTORS ABSENT: Messrs. F. Conrad and E. Gillen.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 23, 1942, which were read and approved.

REPORT: A temporary Balance Sheet of the company as of December 31, 1942, and a temporary Income and Profit and Loss statement for the twelve months ending December 31, 1942, together with pertinent data and comparative statistics, were presented and considered.

The Revenue Act of 1942 extends the privilege of filing a consolidated return for income tax purposes, as well as for excess profits tax purposes. Milwaukee Gas Light Company is a member of the American Light & Traction Company group of companies filing a consolidated return for the year 1942. The credits due the company by reason of the consolidated return have not yet been determined; however, we are informed they will be substantial. As soon as the financial reports of the other companies in the group are completed, a consolidated return will be prepared and the Federal Income Tax and Excess Profits Tax liabilities for the year 1942, of each company, will be established.

A final Balance Sheet of the company as of December 31, 1942, and a final Income and Profit and Loss statement for the twelve months ending December 31, 1942, will then be prepared and submitted at the next meeting of the Board of Directors for their approval.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 1/18/43 (Cont.)

REPORT (CONT.)

The Treasurer reported that on December 24, 1942, the officers paid the balance of \$147,100.00 owing the American Light & Traction Company.

WISCONSIN STATE CHAMBER OF COMMERCE:

Upon motion of Mr. Buchanan, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of One Hundred Dollars (\$100) to the Wisconsin State Chamber of Commerce, as membership dues for the year ending January 17-1944.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of Stockholders

Milwaukee, Wis., Feb. 1, 1943 -
10:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, the annual meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 1, 1943, at 10:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated January 20, 1943, in proof of publication in the Milwaukee Sentinel, and affidavit of Louis J. Gilg, dated January 26, 1943, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on January 19, 1943, and submitted affidavit of Ethel M. Smith, dated January 28, 1943, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 210 to 212 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there were present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Buchanan, W. C.	1
Gillen, Edward E.	1
Joys, Carl C., Jr.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, L. T.	1
Wanvig, Chester O.	1
Total	8
<u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	177,257
Douthirt, Walstein F. " "	28
Total	177,285
Grand Total	177,293

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of Stockholders - 2/1/43

There were thus present in person stockholders of the corporation holding 8 shares of common stock, and represented by proxy, stockholders of the corporation holding 177,285 shares of common stock, or a total of 177,293 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 213 to 215 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. Edw. E. Gillen and C. O. Wanvig tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and together with the proxies is appended to these minutes as pages 216 to 219 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the Annual Meeting of the Stockholders held on February 2, 1942, which were read and approved.

APPROVAL OF REPORT AND RATIFICATION OF
ACTS OF DIRECTORS AND OFFICERS:

The Chairman then presented an Annual Report of the company for the year 1942, subject to adjustments for Federal Income Taxes. The Revenue Act of 1942 extends the privilege of filing a consolidated return for Income Tax purposes as well as for Excess Profits Tax purposes. Milwaukee Gas Light Company is a member of the American Light & Traction Company group of companies filing a consolidated return for the year 1942. As soon as the financial reports of the other companies in the group are completed, a consolidated return will be prepared and the Federal Income Tax and Excess Profits Tax liabilities for the year 1942 will be established. The Federal Income Tax liability, as shown on the Balance Sheet of the company, will then be subject to adjustment by reason of the consolidated return. The credits, we are informed, will be substantial.

After lengthy discussion and careful consideration, and upon motion duly made and seconded, it was unanimously

RESOLVED, that the Annual Report of the company for the year 1942, as submitted, and the acts and proceedings of the directors and officers in the furtherance of the matters therein set forth and as shown in Minute Book Vol. X on pages 138 to 206, inclusive, be and the same hereby are fully approved, ratified and confirmed.

MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of Stockholders - 2/1/43

The Chairman stated that the work of the Auditors, Arthur Andersen & Company, had not been completed and that when ready the Annual Report would be mailed to all the stockholders of the company.

ELECTION OF DIRECTORS: The meeting then proceeded to the election of nine directors as successors to the directors whose terms expire with this annual meeting.

The following names were placed in nomination by Mr. Rahn, all of whom are stockholders in the corporation:

1. Arthur H. Anger	Milwaukee, Wis.
2. W. C. Buchanan	" "
3. Frank L. Conrad	Chicago, Ill.
4. Edward E. Gillen	Milwaukee, Wis.
5. Carl C. Joys, Jr.	" "
6. Herbert F. Lindsay	" "
7. Bruno Rahn	" "
8. L. T. Smith	" "
9. Chester O. Wamvig	" "

There being no other nominations, and on motion, duly seconded, it was unanimously

RESOLVED, that the Secretary be, and he hereby is instructed to cast the ballot of all stockholders present in person or by proxy for the election of the above named gentlemen to serve as Directors of the company until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

The Secretary having cast the ballot of the Stockholders as directed, the above named nine gentlemen were thereupon declared by the Chairman duly elected Directors until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

ADJOURNMENT: No other business coming before the meeting, it was, on motion duly made and seconded, adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

STATE OF WISCONSIN,
MILWAUKEE COUNTY. } SS.

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS.
To the Stockholders of
Milwaukee Gas Light Company.
Notice is hereby given that the Annual
Meeting of the Stockholders of Milwaukee
Gas Light Company will be held, pursuant
to the By-Laws, at the office of the com-
pany, 626 East Wisconsin Avenue, Mil-
waukee, Wisconsin, on the 1st day of Feb-
ruary, 1943, at 10:00 o'clock A. M., for
the purpose of electing Directors and for
the transaction of such other business as
may properly come before the meeting.
Signed: L. T. SMITH, Secretary.
MILWAUKEE, WIS.
Dated: January 20, 1943.

T. P. Leipzig....., being duly sworn, says that
he is the foreman of the printers of the MILWAUKEE
SENTINEL, which is a public newspaper of general cir-
culation, printed and published in the City of Milwau-
kee, in said county; that a notice, of which the printed
one hereto attached is a true copy, was published in said
newspaper on the following date:

January 20, 1943

that the said MILWAUKEE SENTINEL is a newspaper
printed in the English language, and that said printed
copy was taken from said newspaper.

Subscribed and sworn to before me

on January 20th, 1943

Notary Public, Milwaukee County.
My Commission Expires Sept. 1, 1946

2770-35

Affidavit of Publication

State of Wisconsin, } SS.
Milwaukee County.

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS.
To the Stockholders of
Milwaukee Gas Light Co.
Notice is hereby given that the annual
meeting of the stockholders of Milwaukee
Gas Light Co. will be held, pursuant to
the by-laws, at the office of the company,
626 E. Wisconsin av., Milwaukee, Wis., on
the first day of February, 1943, at 10
o'clock a. m., for the purpose of electing
directors and for the transaction of such
other business as many properly come be-
fore the meeting.
Signed, L. T. SMITH,
Secretary.
Milwaukee, Wis.
Dated: Jan. 20, 1943.

Louis J. Gilg....., being duly sworn, says that
he is the foreman of the printers of The Milwaukee Journal, which is a public news-
paper of general circulation, printed and published in the city of Milwaukee, in said
county; that a notice, of which the printed one hereto attached is a true copy, was
published in said newspaper on the.....twentieth.....day of
January....., 1943., and once in each and every week
thereafter for.....one day only.....
successive and consecutive weeks; that the date of the last of
such publications was the.....20th.....day of.....January.....A.D.,
1943.; and that said publication was made once in each week for one day...
successive weeks in all. That the said Milwaukee Journal is a newspaper printed in
the English language and that said printed copy was taken from said newspaper.

Subscribed and sworn to before me this.....twentysixth.....day of
January.....A.D. 1943.

Notary Public, Milwaukee County, Wisconsin
My Commission expires Nov. 17, 1946

MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN)
) ss.
 County of Milwaukee)

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 19th day of January, 1943, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Annual Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me
 this 28th day of January, 1943.

R. A. Mengel
 Notary Public, Milwaukee County, Wis.

My Commission expires November 17, 1946

MILWAUKEE GAS LIGHT COMPANY

EAST WISCONSIN AVE. AT NORTH VAN BUREN ST.

MILWAUKEE

B. RAHN
PRESIDENT
E. HAASE
VICE-PRESIDENT
B. T. FRANCK
VICE-PRESIDENT
L. T. SMITH
SECRETARY & TREASURER
R. JOHNSON
ASST. SECRETARY & ASST. TREASURER
P. J. IMSE
ASST. SECRETARY & ASST. TREASURER

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS

To the Stockholders of
Milwaukee Gas Light Company.

Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-Laws, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 1st day of February, 1943, at 10:00 o'clock, A.M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Yours very truly,



Secretary

Dated: January 20, 1943.

FOR VICTORY



MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 1, 1943

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago, Ill.....	177,257
Ethel B. Scully Alden Route 4, Fort Wayne, Ind.....	18
Anderson & Co. c/o Fidelity-Philadelphia Trust Co. 135 South Broad St., Philadelphia, Pa.....	125
Arthur H. Anger 2669 No. Terrace Ave., Milwaukee, Wis.....	1
Emily B. Bayley c/o The Chase Nat'l. Bank of the City of New York Atten.: Foreign Paying Receiving Tellers 18 Pine St., New York, N.Y.....	36
R. B. Brown Deer Harbor, Orcas Island, Washington.....	45
W. C. Buchanan c/o Globe Steel Tubes Co. 3839 W. Burnham St., Milwaukee, Wis.....	1
Mrs. Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Frank L. Conrad c/o American Light & Tr. Co. 105 West Adams St., Suite 2200, Chicago, Ill.....	1
Maria B. Curtis c/o Green & Beatty Gleave Hall Bldg., Media, Delaware Co., Pa.....	16
Walstein F. Douthirt 165 Broadway, New York City, N.Y.....	28
Fidelity-Philadelphia Trust Co., Harold Sellers Colton & Robt. P. Esty, Trustees u/w of Sabin W. Colton, Jr., Deceased c/o Fidelity-Philadelphia Trust Co., Trust Department 135 So. Broad St., Philadelphia, Pa.....	1,219
Lucy Ripley Fox 2015 No. Lake Drive, Milwaukee, Wis.....	72
Edward E. Gillen 626 E. Wisconsin Ave., Milwaukee, Wis.....	1

MILWAUKEE GAS LIGHT COMPANY
CERTIFIED LIST OF COMMON STOCKHOLDERS

February 1, 1943

	<u>Number of Shares</u>
Alfred Morton Githens 101 Park Ave., New York, N.Y.....	12
Thomas S. Githens Alden Park Manor Wissahickon & Chelton Aves., Gtn., Philadelphia, Pa.....	12
Elsabeth L. Glass 2715 North Shepard Ave., Milwaukee, Wis.....	39
Louise Gregg 2919 No. Hackett Ave., Milwaukee, Wis.....	18
Ewald Haase 3012 No. Stowell Ave., Milwaukee, Wis.....	39
Carl C. Joys, Jr. 2560 No. Summit Ave., Milwaukee, Wis.....	1
John Knickerbacker 86 First St., Troy, New York.....	558
Herbert F. Lindsay 126 So. Second St., Milwaukee, Wis.....	1
Edith Madeira The Newport 16th & Spruce St., Philadelphia, Pa.....	54
Hannah S. Molony c/o The Fifth Ave. Bank of New York 530 Fifth Ave., New York, N.Y.....	41
Katharine M. Morris 323 W. Mermaid Lane, Chestnut Hill Philadelphia, Pa.....	27
Nathalie Morris 323 W. Mermaid Lane, Chestnut Hill Philadelphia, Pa.....	27
George R. Nichols 1531 Locust St., Philadelphia, Pa.....	46
Bruno Rahn 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Howard C. Rogers 870 Second Ave., Troy, New York.....	3
G. T. Shoemaker c/o American Light & Tr. Co. 105 West Adams St., Suite 2200, Chicago, Ill.....	1
Louis T. Smith 626 E. Wisconsin Ave., Milwaukee, Wis.....	1

-3-

MILWAUKEE GAS LIGHT COMPANY
CERTIFIED LIST OF COMMON STOCKHOLDERS

February 1, 1943

	<u>Number of Shares</u>
George Stevens P.O. Box 506, Lowell, Mass.....	113
Chester O. Wanvig c/o Globe-Union, Inc. 900 E. Keefe Ave., Milwaukee, Wis.....	1
Mary R. White, Louis Quarles & Marshall & Ilsley Bank Trustees of the Trust created by last will & testament of Edwin E. White, Dec'd. 721 No. Water St., Milwaukee, Wis.....	24
Total	<u>180,000</u>

I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 1st day of February, 1943.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

WITNESS my hand and seal of said corporation this 1st
day of February, 1943.

L. T. Smith

Secretary.

AMERICAN LIGHT & TRACTION COMPANY

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 1, 1943 .

KNOW ALL MEN BY THESE PRESENTS, that AMERICAN LIGHT & TRACTION COMPANY, a corporation organized under the laws of the State of New Jersey, has made, constituted and appointed, and hereby does make, constitute, and appoint Bruno Rahn and L. T. Smith,

or either of them, its true and lawful attorneys, or attorney, for it and in its name, place and stead, to vote on all stock owned by it in Milwaukee Gas Light Company on any and all matters and questions arising at the annual meeting of the stockholders of said company to be held on February 1 1943 at 10 o'clock A.M., or any adjournment thereof, with full power of substitution in the premises, hereby ratifying and confirming all that its said attorney, or substitutes, shall lawfully do or cause to be done in the premises by virtue hereof.

In Witness Whereof, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 20th day of January , 1943 .

Attest:

AMERICAN LIGHT & TRACTION COMPANY,

T. E. McGraw
.....
Assistant Secretary.

John C. Hummway
.....
Vice President.

Signed, sealed and delivered
in the presence of:

Aladys Evers
.....

AMERICAN LIGHT & TRACTION COMPANY

CERTIFIED COPY OF SECTION 9
OF ARTICLE IV OF THE BY-LAWS
OF AMERICAN LIGHT & TRACTION
COMPANY

Unless otherwise ordered by the board of directors or by the executive committee, the president or any vice president of the Company (1) shall have full power and authority to act and vote, in the name and in behalf of this Company, at any meeting of stockholders of any corporation in which this Company may hold stock; and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock; and (2) shall have full power and authority to execute, in the name and in behalf of this Company, proxies, in due form of law, authorizing any suitable person or persons to act and to vote at any meeting of stockholders of any corporation in which the Company may hold stock; and at any such meeting, the person or persons so designated shall possess and may exercise any and all the rights and powers incident to the ownership of such stock.

I, THOS. K. HUMPHREY, do hereby certify that I am secretary of American Light & Traction Company, a corporation of the state of New Jersey; that a true and correct copy of Section 9 of Article IV of the by-laws of said corporation is set forth above; and that no order of the board of directors or the executive committee of said corporation is in effect respecting the voting of the stock of Milwaukee Gas Light Company now owned by said corporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of said corporation this 20th day of January , 1943.



Secretary,
American Light & Traction Company.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 1, 1943

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and hereby does constitute and appoint B. RAHN and L. T. SMITH, or either of them, his true and lawful attorneys or attorney, for him and in his name, place and stead, to vote on all stock held by him in the Milwaukee Gas Light Company, on any and all matters and questions arising at the annual meeting of the stockholders of said Company to be held on the first day of February, 1943, at 10:00 o'clock a.m., or any adjournment thereof, as fully as he could do if personally present, with full power of substitution in the premises, hereby ratifying and confirming all that his said attorneys, or their substitutes, shall lawfully do or cause to be done in the premises by virtue thereof.

This proxy is given without solicitation made by or on behalf of said Company or its management, directly or indirectly.

Dated, January 21, 1943.

Walter F. Brubaker

In the presence of:

R. Kenneth

MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of the
Board of Directors

Milwaukee, Wis., Feb. 1, 1943 -
11:00 A.M.

Pursuant to the By-Laws, the annual meeting of the Directors of the Milwaukee Gas Light Company was held immediately following the annual meeting of the Stockholders, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 1, 1943, at 11:00 o'clock A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, C. Joys, Jr., H. F. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. F. L. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on January 18, 1943, which were read and approved.

ELECTION OF OFFICERS: The meeting then proceeded to the election of officers of the company for the ensuing year. The following names were placed in nomination by Mr. Rahn:

Bruno Rahn	President
Ewald Haase	Vice President
Bernard T. Franck	Vice President
Louis T. Smith	Secretary & Treasurer
Paul J. Imse	Asst. Secy. & Asst. Treas.
Robert Johnson	Asst. Secy. & Asst. Treas.
Thomas M. Leahy	Asst. Secretary

There being no other nominations, upon motion, duly seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominees, which was accordingly done, and thereupon the Chairman declared the above named as officers of the company to serve until the next annual meeting of the Directors, or until their successors shall be elected and qualified.

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of the Board of Directors - 2/1/43.

SALARIES OF OFFICERS: Upon motion, duly seconded, the salaries of the officers elected at this meeting are to remain the same as fixed heretofore by resolution of this Board at the Annual Meeting held February 2, 1942. The salaries are as follows:

		<u>Amount Per Annum</u>
Bruno Rahn	President	\$27,500
B. T. Franck	Vice President	10,000
Louis T. Smith	Secretary & Treasurer	10,000
Paul J. Imse	Asst.Secy. & Asst.Treas.	6,000
Robert Johnson	Asst.Secy. & Asst.Treas.	6,000
Ewald Haase	Vice President	None
Thos. M. Leahy	Asst. Secretary	None

APPOINTMENT OF COUNSEL: Upon motion, duly seconded, Miller, Mack & Fairchild were appointed Counsel of the company with a retainer fee of \$12,000 per annum.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., February 15-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 15, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, E. Gillen, C. Joys, Jr., B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and H. Lindsay.

PRESIDING OFFICER: Mr. B. Rahn, President of the Company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the Company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 1, 1943, which were read and approved.

REPORTS: A final financial and operating report of the company for the year 1942, and the regular financial and operating report of the company for the month of January, 1943, were presented and considered. The report for the year 1942 reflects accrued liability for Federal Income Taxes estimated to be payable, based on the inclusion of the income of the company in the consolidated Federal Income and Excess Profits Tax return of American Light & Traction Company, an affiliated holding company. Milwaukee Gas Light Company is a member of the American Light & Traction Company group of companies that are filing a consolidated return for the year 1942. The credit in the Income Account by reason of the consolidated return amounted to \$69,227.00.

After discussion and careful consideration, the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amount-

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 2/15/43 (Con't.)

PREFERRED STOCK DIVIDEND (Con't.)

ing to Thirty-five Thousand Dollars (\$35,000), payable on the 1st day of March, 1943, to stockholders of record at the close of business on the 23rd day of February, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

RELIEF FUND OF THE AMERICAN RED CROSS: The meeting then proceeded to discuss and consider the appeal of the American Red Cross for funds to carry on war relief work. The appeal of the Red Cross is for a fund of \$125,000,000, of which \$1,096,500 has been set as the quota for Milwaukee County to raise.

After discussion and careful consideration, and on motion, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a donation of Three Thousand Dollars (\$3,000) to the American National Red Cross campaign fund for War Relief.

PAYMENT TO EMPLOYEES ENTERING MILITARY SERVICE,

IN LIEU OF GROUP LIFE INSURANCE PREMIUMS: The President stated that in accordance with the resolution adopted by the Board of Directors on January 19, 1942, the company has been paying each employee entering the military or naval service of the United States \$16.00, which is approximately equivalent to the cost that was formerly paid as a premium (annual basis) under the Employees' Group Life Insurance Plan. He recommends that the payments be continued yearly to each employee in the military or naval service of the United States during the period of the war.

After discussion, and upon motion, duly seconded, it was unanimously

RESOLVED, that the Plan set forth in the resolution of January 19, 1942, be continued until terminated by the Board, each employee to receive \$16.00 yearly while in the military or naval service of the United States during the period of the war, in lieu of the insurance previously provided under the Group Life Insurance Plan, it being estimated that \$16.00 will be the equivalent of the premium cost of \$2,000 government life insurance.

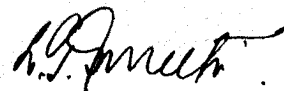
MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 2/15/43 (Con't.)

SUBSCRIPTION TO CITIZENS BUREAU OF MILWAUKEE: Upon motion,
duly seconded, it was unanimously

RESOLVED, that the proper officers be,
and they are hereby authorized to make a
subscription of Two Hundred Dollars (\$200.)
to the Citizens Bureau of Milwaukee.

ADJOURNMENT: There being no further business, on motion duly
made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., March 15, 1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, March 15, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, E. Gillen, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad, C. Joys, Jr., W.C. Buchanan and C. O. Warrvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 15, 1943, which were read and approved.

REPORT: The regular balance sheet of the company as of February 28, 1943, and an income and profit and loss statement for the two months ending February 28, 1943, were presented and considered.

Upon motion, duly seconded, the officers were authorized to invest the company's surplus cash, if and when available, by purchasing additional United States Treasury Tax Savings Notes or other short term United States Government Bonds and Notes, in various amounts, however, not to exceed an aggregate total of \$1,000,000.

After further discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 3/15/43 (Cont.)

COMMON STOCK DIVIDEND (Cont.)

the 25th day of March, 1943, to stockholders of record at the close of business on the 20th day of March, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

OPENING AND MAINTAINING A RATION BANK ACCOUNT: The President stated that in order to conform to General Ration Order #3 as issued by the Office of Price Administration, it is necessary that this corporation have a ration banking account, and recommends that such an account be opened and maintained with the First Wisconsin National Bank of Milwaukee.

After discussion and upon motion, duly seconded, it was unanimously

RESOLVED, that a ration bank account, or accounts, as defined in General Ration Order No. 3, be opened and maintained in the name of this Corporation with FIRST WISCONSIN NATIONAL BANK OF MILWAUKEE, or one of its branches, which bank shall act as an agency of and under the direction and supervision of the Office of Price Administration and shall be responsible only to the Office of Price Administration; that the President or a Vice President, and the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer be and they are hereby authorized, on behalf of this Corporation, and in its name: To sign ration checks, as defined in said Order; to endorse ration checks, or other ration evidences, owned, or held by this Corporation, for deposit in said account; and

FURTHER RESOLVED, that the Secretary or Assistant Secretary shall certify to said Bank and the Office of Price Administration the names of such officers and employees at present, and shall from time to time hereafter, as changes in the personnel are made, immediately certify such changes to the bank and the Office of Price Administration; and

FURTHER RESOLVED, that FIRST WISCONSIN NATIONAL BANK OF MILWAUKEE be and it hereby is authorized to receive and honor all ration checks signed in accordance with the foregoing resolution, and such certification by the Secretary or Assistant Secretary; and

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 3/15/43 (Cont.)

OPENING AND MAINTAINING A RATION BANK ACCOUNT (Cont.)

FURTHER RESOLVED, that the foregoing resolution shall remain in full force and effect until written notice of their amendment or rescission shall have been received by said Bank, and

FURTHER RESOLVED, that the foregoing authorization and resolutions shall apply to any and all ration bank accounts which this Corporation now is or may at any future time be required or authorized by the Office of Price Administration to open or maintain, without further authorization from this Board of Directors; and

FURTHER RESOLVED, that the Secretary or Assistant Secretary be, and he is hereby authorized and directed to certify to said FIRST WISCONSIN NATIONAL BANK OF MILWAUKEE, and to the Office of Price Administration the foregoing resolution and that the provisions thereof are in conformity with the Charter and By-Laws of this Corporation.

RETIREMENT OF OLD EMPLOYEES: The President then submitted for consideration a list of old employees, laid off on account of the curtailment of work in the Meter Repair Shop, whom he recommends be retired permanently and relieved from any further duty with the company and placed on our Welfare Roll, each to be given an allowance of a stipulated amount monthly, giving effect to the eligibility for Federal Old Age Benefits.

Consideration of this action at this time is prompted by the order of the Director General of Operation on Tin Conservation, and the resulting curtailment of work in the Meter Repair Shop. The cases of all old employees laid off are being carefully investigated, the list submitted being only those cases where the investigation has been completed and the former employees found to be too old or physically unable to work on other jobs with the company or obtain work elsewhere.

After discussion and careful consideration, and upon motions, duly seconded, the following resolutions were unanimously adopted:

RESOLVED, that Joseph Auchter, aged 79, in the employ of the company for 20 years, be retired from duty, and that until further action by the Board of Directors he be given an allowance of Twenty Dollars (\$20.00) per month, beginning March 1, 1943, chargeable to Welfare Account.

MILWAUKEE GAS LIGHT COMPANY

-4- Regular Meeting of the Board of Directors - 3/15/43 (Cont.)

RETIREMENT OF OLD EMPLOYEES (Cont.)

RESOLVED, that Wm. Devitt, aged 76, in the employ of the company for 26 years, be retired from duty, and that until further action by the Board of Directors he be given an allowance of Twenty-five Dollars (\$25.00) per month, beginning March 1, 1943, chargeable to Welfare Account.

RESOLVED, that Theodore Plauman, aged 66, in the employ of the company for 22 years, be retired from duty, and that until further action by the Board of Directors he be given an allowance of Twenty Dollars (\$20.00) per month, beginning March 1, 1943, chargeable to Welfare Account.

RESOLVED, that John R. Powers, aged 64, in the employ of the company for 41 years, be retired from duty, and until further action by the Board of Directors he be given an allowance of Seventy-five Dollars (\$75.00) per month, beginning March 1, 1943 and until December 1, 1943, at which time he becomes eligible to Federal Old Age Benefits and thereafter from December 1, 1943 he be given an allowance of Forty Dollars (\$40.00) per month, the above payments chargeable to Welfare Account.

RESOLVED, that Joseph Smith, aged 55, in the employ of the company for 19 years, be retired from duty, and that until further action by the Board of Directors he be given an allowance of Twenty Dollars (\$20.00) per month, beginning March 1, 1943, chargeable to Welfare Account.

RESOLVED, that Frank W. Peters, aged 64, in the employ of the company for 39 years, be retired from duty, and until further action by the Board of Directors he be given an allowance of Eighty Dollars (\$80.00) per month, beginning March 1, 1943 and until October 1, 1943 at which time he becomes eligible to Federal Old Age Benefits, and thereafter from October 1, 1943 he be given an allowance of Fifty Dollars (\$50.00) per month, the above payments chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

L. P. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., April 19, 1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, April 19, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, E. Gillen, C. Joys, Jr., H. Lindsey, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. F. L. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on March 15, 1943, which were read and approved.

REPORT: The regular balance sheet of the company as of March 31, 1943, and an income and profit and loss statement for the three months ending March 31, 1943, were presented and considered.

The President reported that pursuant to the authority granted by the Board of Directors at their regular meeting of March 15, 1943, the officers purchased on April 15, 1943, United States of America 7/8 Percent Treasury Certificates of Indebtedness of Series B - 1944, in the total amount of \$300,000.

After further discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

RETIREMENT OF OLD EMPLOYEE: The President then submitted for consideration the case of Frank X. Goehl, an old employe of the company laid off because of curtailed operations in the Meter Repair Shop resulting from the War Production Board Tin Conservation Order #4-43-B. Due to illness resulting in permanent physical limitations, the company has been unable to place him in other employ, either with the company or with other employers. The President recommends that this employe be retired permanently and relieved from any

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 4/19/43 (Cont.)

RETIREMENT OF OLD EMPLOYEE (Cont.)

further duty with the company and placed on our Welfare Roll.

Mr. Goebel was employed in our Distribution Shops, first in the Pipe Fitting Group and about May, 1932, transferred to the Meter Repair Shop. He is 61 years of age and has been in the continuous employ of the company for a total of 26-1/3 years. He is ineligible for Federal Old Age benefits. A complete record of this employee is on file in the Payroll Department.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Frank X. Goebel be retired from duty, and that until further action by the Board of Directors he be given an allowance of Fifty Dollars (\$50.00) per month, beginning May 1, 1943 and until May 1, 1947, at which time he becomes eligible to Federal Old Age Benefits, and thereafter from May 1, 1947 he be given an allowance of Twenty-five Dollars (\$25.00) per month, the above payments chargeable to Welfare Account.

CONTRIBUTION TO MILWAUKEE MINUTE MEN, INC.: The meeting then proceeded to consider the appeal of the Milwaukee Minute Men, Inc., for funds to help defray expenses of the Milwaukee County War Savings Campaigns in selling War Savings Bonds and Stamps.

Upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a contribution of Twenty-five Dollars (\$25.00) to Milwaukee Minute Men, Inc., to help defray expenses in the promotion of Milwaukee County War Savings Campaigns.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors
-----Milwaukee, Wis., May 17-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, May 17, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, C. C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. W. C. Buchanan, F. Conrad and E. Gillen.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on April 19, 1943, which were read and approved.

REPORTS: The balance sheet of the company as of April 30, 1943, and an income statement for the four months ending April 30, 1943, together with pertinent data and comparative statistics, were presented and considered. After lengthy discussion and careful consideration, the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of June, 1943, to stockholders of record at the close of business on the 25th day of May, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 5/17/43 (Cont'd.)

APPROVAL OF LEASING SAFE #1008 IN THE VAULTS OF
THE FIRST WISCONSIN NATIONAL BANK OF MILWAUKEE:

The President informed the Board that there no longer was any need of maintaining two vault safes for the safe keeping of the company's securities, and, accordingly, on May 4, 1943, the leases for the two safe deposit boxes in the vaults of the First Wisconsin National Bank were cancelled, and that in lieu thereof there was rented safe deposit box #1008.

Upon motion, duly seconded and unanimously adopted, it was

RESOLVED, That the action of the officers in renting, on May 4, 1943, in the name of this corporation, Safe #1008 in the Vaults of the First Wisconsin National Bank of Milwaukee, 743 North Water Street, Milwaukee, Wisconsin, and cancelling the leases for the two Safes #3934 and #2359 also in the Vaults of the First Wisconsin National Bank of Milwaukee, be and the same is hereby authorized, approved and confirmed.

FURTHER RESOLVED, That access to such Safe shall be had, subject to the rules and regulations of said First Wisconsin National Bank, by any two of the following four persons:

B. Rahn	- President
B. T. Franck	- Vice President
L. T. Smith	- Secretary and Treasurer
P. J. Imse	- Ass't. Secretary and Ass't. Treasurer

when any two of such persons are each in the presence of the other;

FURTHER RESOLVED, That the foregoing resolutions shall continue in force until express written notice of their rescission has been received by the said First Wisconsin National Bank;

FURTHER RESOLVED, That the First Wisconsin National Bank be furnished with a certified copy of the foregoing resolutions as its authority in the premises.

WISCONSIN CITIZENS' MILITARY TRAINING CAMP ASS'N.: Upon motion, duly seconded and unanimously adopted, it was

RESOLVED, that the proper officers be, and they are hereby authorized to renew the

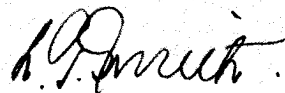
MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 5/17/43 (Cont'd.)

WIS. CITIZENS' MILITARY TRAINING
CAMP ASS'N. (Cont'd.)

subscription of One Hundred Dollars (\$100.00)
to the Wisconsin Citizens' Military Training
Camp Association.

ADJOURNMENT: There being no further business, on motion duly made
and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., June 21-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, June 21, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, E. Gillen, C. C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. F. L. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on May 17, 1943, which were read and approved.

REPORTS: The balance sheet of the company as of May 31, 1943, and an income statement for the five months ending May 31, 1943, together with pertinent data and comparative statistics, were presented and considered. After lengthy discussion and careful consideration, the reports were ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 26th day of June, 1943, to stockholders of record at the close of business on the 21st day of June, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

WISCONSIN TAXPAYERS ALLIANCE:

WISCONSIN CITIZENS PUBLIC EXPENDITURE SURVEY:

The meeting then proceeded to consider the appeals of the two organizations listed above for renewal of our subscriptions in support

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 6/21/43 (Cont.)

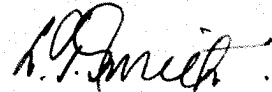
of their work. After discussion and careful consideration, the following resolutions were unanimously adopted:

Upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of Two Hundred and Fifty Dollars (\$250.00) to the Wisconsin Taxpayers Alliance.

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of Four Hundred Dollars (\$400.00) to the Wisconsin Citizens Public Expenditure Survey.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., July 19-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, July 19, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, E. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on June 21, 1943, which were read and approved.

REPORTS: The balance sheet of the company as of June 30, 1943, and an income statement for the six months ending June 30, 1943, together with pertinent data and comparative statistics, were presented and considered. After lengthy discussion and careful consideration, the reports were ordered placed on file.

JUNIOR ACHIEVEMENT, INC.: The meeting then proceeded to consider the appeal of the Junior Achievement, Inc. for funds to help defray expenses of the Junior Achievement movement in Milwaukee. After discussion, and upon motion duly seconded, it was unanimously

RESOLVED, that the proper officers be and they are hereby authorized to make a contribution of One Hundred Fifty Dollars (\$150.00) to Junior Achievement, Inc., to help defray expenses in the promotion of the Junior Achievement movement in Milwaukee.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., August 16-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, August 16, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. C. Buchanan, F. L. Conrad, E. Gillen, C. C. Joys, Jr., H. F. Lindsay, B. Rahn, L. T. Smith and C. O. Wamvig.

DIRECTOR ABSENT: Mr. A. H. Anger.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on July 19, 1943, which were read and approved.

REPORTS: The balance sheet of the company as of July 31, 1943, and an income statement for the seven months ending July 31, 1943, were presented and considered.

The Secretary reported that on August 2, 1943, a notice was received from the Wisconsin Department of Taxation fixing the assessment of the company's property for the year 1943 at \$23,500,000.00, and that the average rate of taxation for the year 1943 had been computed and determined to be .0237971. Due to a reduction in the rate, the company's tax liability payable to the State of Wisconsin for the year 1943 will be \$559,231.85, or \$30,864.09 less than for the year 1942.

In considering the cash position of the company it appears that the cash balances for the remainder of the year, over and above the cash requirements for working capital, will permit additional investments in short-term government securities. At the present time the company has purchased, and is carrying in its investment account, \$1,215,910.00 of United States government securities.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 8/16/43 (Cont.)

REPORTS (CONT.)

Upon motion, duly seconded, the officers were authorized to invest the company's surplus cash, if and when available, by purchasing additional short-term United States government securities to the extent that the aggregate amount of United States government securities purchased shall not exceed a total of \$1,600,000.00 par value.

After further discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of September, 1943, to stockholders of record at the close of business on the 26th day of August, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

CUSTODIAN BANK ACCOUNT: The President informed the Board that in order to facilitate the handling of short-term securities that are now being purchased by the company, the management deems it desirable to open a Custodian Account in one of the banks or trust companies at Milwaukee. He recommended for consideration the Marine National Exchange Bank of Milwaukee, whose fees for the keeping of such an account are favorable. After discussion and careful consideration, the following resolution was adopted:

Upon motion, duly seconded, it was unanimously

RESOLVED, that the Treasurer of this corporation be and he hereby is authorized for and on behalf of this corporation to open an account for the care and custody of securities of this corporation with MARINE NATIONAL EXCHANGE BANK (referred to herein as the Bank, and to make the initial deposit

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 8/16/43 (Cont.)

CUSTODIAN BANK ACCOUNT (CONT.)

of securities and any other additional deposits from time to time.

FURTHER RESOLVED, that the Bank be and it hereby is authorized and directed to honor and accept written orders and instructions with reference to the withdrawal or investment or other disposition of securities or the proceeds thereof at any time held by it for this corporation when such instructions are signed by any two of the persons holding the following offices of this corporation:

President, Vice President,
Treasurer and Secretary,

or by any person holding any of said offices, together with any one of the persons holding the office of Assistant Treasurer of this corporation; that the written instructions of any two officers as herein set forth shall constitute full authority to the Bank; and that the Secretary shall certify to said Bank the signatures of the persons from time to time holding such offices.

FURTHER RESOLVED, that the Bank be and it is hereby authorized to accept the orders and instructions of the officers as herein provided until such time as it shall be advised by the certificate of the Secretary of this corporation of a change in such officers and that the Bank be and it hereby is authorized to accept such certificate and signatures so certified to it without further investigation or evidence.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

R. P. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., September 20-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, September 20, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, E. Gillen, C. C. Joys, Jr., H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on August 16, 1943, which were read and approved.

REPORTS: The Secretary presented the balance sheet of the company as of August 31, 1943, and an income statement for the eight months ending August 31, 1943. The meeting then proceeded to discuss the financial operations of the corporation as reflected in these reports and after careful consideration concluded that the balance of net income so far earned this year will permit the payment at this time of a dividend on the outstanding Common Stock of the corporation.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.), payable on the 25th day of September, 1943, to stockholders of record at the close of business on the 20th day of September, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

The reports, together with pertinent data and comparative statistics, were then ordered placed on file.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 9/20/43 (Cont.)

SUBSCRIPTION TO THE COMMUNITY-WAR CHEST: The President stated that again this year the Community Fund is uniting with the War Chest for Milwaukee County, which includes various agencies for War Relief and aid to the Armed Forces. He recommends that our subscription be the same as last year, that is \$7,000. for the fiscal year ending October 1, 1944.

After discussion and careful consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of Seven Thousand Dollars (\$7,000.00) to the Community-War Chest of Milwaukee County for the fiscal year ending October 1, 1944.

RETIREMENT OF OLD EMPLOYEES: The President then submitted for consideration the cases of Frank J. Pondelick and Jim Mancuso, old employees of the company, who, because of permanent illness, should be retired from active service. He recommended that upon their retirement they be given a Welfare Allowance, payable monthly, until further action of the Board.

Frank J. Pondelick was employed at our West Side Station as an electrician's helper since 1918, is 61 years of age, and is afflicted with impaired vision. He has been in the employ of the company continuously for 25 years. He is ineligible for Federal Old Age Benefits.

Jim Mancuso was employed as a laborer in our Street Department since 1915, is 60 years of age, and has been unable to work since February 12, 1943 because of a paralytic stroke. He has been in the employ of the company continuously for 28 years. He is ineligible for Federal Old Age Benefits.

Complete records of these two employees are on file in the Payroll Department.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Frank J. Pondelick be retired from duty, and that until further action by the Board of Directors he be given an allowance of Forty Dollars (\$40.00) per month, beginning October 1, 1943, and until September 1, 1947, at which time he becomes eligible to Federal Old Age Benefits, and thereafter from September 1, 1947, he be given

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 9/20/43 (Cont.)

RETIREMENT OF OLD EMPLOYEES (Cont.)

an allowance of Twenty-five Dollars (\$25.00) per month, the above payments chargeable to Welfare Account.

FURTHER RESOLVED, that Jim Mancuso be retired from duty, and that until further action by the Board of Directors he be given an allowance of Fifty Dollars (\$50.00) per month, beginning September 1, 1943, and until April 1, 1948, at which time he becomes eligible to Federal Old Age Benefits, and thereafter from April 1, 1948 he be given an allowance of Thirty Dollars (\$30.00) per month, the above payments chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., October 18-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, October 18, 1943 at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, E. Gillen, H. Lindsay, C. O. Wanvig, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on September 20, 1943, which were read and approved.

REPORTS: The meeting then proceeded to discuss the financial operations of the corporation as reflected in the regular balance sheet of the company as of September 30, 1943 and the income statement for the nine months ending September 30, 1943, both reports being presented by the Secretary for consideration.

The President informed the Board that he was notified by the American Light & Traction Company that the trend of System companies' earnings is on the increase, and that the Federal income and excess profits tax provisions for our company for the year 1943 should be substantially increased. Milwaukee Gas Light Company is a member of the American Light & Traction Company group of companies filing consolidated income and excess profits tax returns. The extent of the increase in taxes cannot be accurately determined at this time; however, from advices, it now appears that the increase will be substantial. Accordingly, the company has increased its provisions for such taxes, which is reflected in the current month's financial report. Further studies of the Federal income and excess profits taxes for the year 1943 are being made, particularly as they affect the earnings of our company, and when completed will be submitted to the Board for consideration.

-2- Regular Meeting of the Board of Directors - 10/18/43 (Cont.)

The Treasurer reported that on September 27, 1943, the company purchased \$300,000.00 of United States Treasury Notes Tax Series "C", making a total to date of temporary cash investments amounting to \$1,519,610.00, all in short-term United States government securities. No further cash investments are expected to be made during the balance of the year as the property tax liability, amounting to \$559,232.00, will be due and payable on December 1, 1943.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., November 15-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, November 15, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, C. C. Joys, Jr., H. F. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad, E. Gillen and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on October 18, 1943, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of October 31, 1943 and the income statement for the ten months ending October 31, 1943, both reports being presented by the Secretary for consideration.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of December, 1943, to stockholders of record

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 11/15/43 (Cont.)

at the close of business on the 24th day of November, 1943, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

THE NATIONAL ASSOCIATION OF MANUFACTURERS: Upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of One Hundred Dollars (\$100.00) to The National Association of Manufacturers as membership dues for the twelve months ending November, 1944.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., December 20-1943
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, December 20, 1943, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Edw. Gillen, H. F. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad, C. C. Joys, Jr. and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on November 15, 1943, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of November 30, 1943, and the income statement for the eleven months ending November 30, 1943, both reports being presented by the Secretary for consideration.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.), payable on the 29th day of December, 1943, to stockholders of record at the close of business on the 27th day of December, 1943, and the

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 12/20/43 (Cont.)

COMMON STOCK DIVIDEND - Cont.

Treasurer is directed and authorized to cause the same to be paid on the date specified.

CHAMBER OF COMMERCE OF THE UNITED STATES: Upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be and they are hereby authorized to renew the subscription of One Hundred Fifty Dollars (\$150.00) to the Chamber of Commerce of the United States as associate membership dues for the twelve months ending December 31, 1944.

OLD EMPLOYEE: Upon the recommendation of the President, the following resolution was unanimously adopted:

RESOLVED, that the welfare allowance paid to Joseph Auchter, who was retired from duty on March 1, 1943, be increased from Twenty Dollars (\$20.00) per month to Thirty Dollars (\$30.00) per month, effective December 1, 1943, and to remain in full force until further action of the Board of Directors.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., January 17-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, January 17, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Edw. Gillen, H. F. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 20, 1943, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of December 31, 1943, and the income statement for the twelve months ending December 31, 1943, both reports being presented by the Secretary for consideration.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

WISCONSIN MANUFACTURERS' ASSOCIATION:
WISCONSIN STATE CHAMBER OF COMMERCE:

Upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be and they are hereby authorized to renew the subscriptions of One Hundred Dollars (\$100.00) to the Wisconsin Manufacturers' Association,

MILWAUKEE GAS LIGHT COMPANY

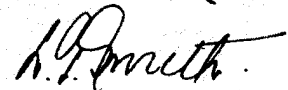
-2- Regular Meeting of the Board of Directors - 1/17/44 (Cont.)

WISCONSIN MANUFACTURERS' ASSOCIATION - Cont.

WISCONSIN STATE CHAMBER OF COMMERCE - Cont.

and One Hundred Dollars (\$100.00) to the Wisconsin State Chamber of Commerce, as membership dues for the twelve months ending December 31, 1944.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of Stockholders

Milwaukee, Wis., Feb. 7, 1944 -
10:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, the annual meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee 1, Wisconsin, on Monday, February 7, 1944, at 10:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated January 28, 1944, in proof of publication in the Milwaukee Sentinel, and affidavit of Fred J. Lawton, dated January 25, 1944, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on January 24, 1944, and submitted affidavit of Ethel M. Smith, dated January 26, 1944, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 254 to 256 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there were present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Buchanan, W. C.	1
Gillen, Edward E.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
Total	7
 <u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	178,620
Douthirt, Walstein F. " " "	28
Total	178,648
Grand Total	<u>178,655</u>

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of Stockholders - 2/7/44 (Cont.)

There were thus present in person stockholders of the corporation holding 7 shares of common stock, and represented by proxy, stockholders of the corporation holding 178,648 shares of common stock, or a total of 178,655 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 257 to 259 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. C. O. Wanvig and H. F. Lindsay tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and, together with the proxies, is appended to these minutes as pages 260 to 263 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the Annual Meeting of the Stockholders held on February 1, 1943, which were read and approved.

APPROVAL OF REPORT AND RATIFICATION OF
ACTS OF DIRECTORS AND OFFICERS:

The Chairman then presented the annual report of the company for the year 1943, and after lengthy discussion and careful consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the annual report of the company for the year 1943, and the acts and proceedings of the directors and officers in the furtherance of the matters therein set forth and as shown in Minute Book Vol. X on pages 207 to 250, inclusive, be and the same hereby are fully approved, ratified and confirmed.

The Chairman stated that the work of the Auditors, Arthur Andersen & Company, had not been completed and that when ready the Annual Report would be mailed to all the stockholders of the company.

ELECTION OF DIRECTORS: The meeting then proceeded to the election of nine directors as successors to the directors whose terms expire with this annual meeting.

MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of Stockholders - 2/7/44 (Cont.)

ELECTION OF DIRECTORS (Cont.)

The following names were placed in nomination by Mr. Rahn, all of whom are stockholders in the corporation:

1. Arthur H. Anger	Milwaukee, Wis.
2. W. C. Buchanan	" "
3. Frank L. Conrad	Chicago, Ill.
4. Edward E. Gillen	Milwaukee, Wis.
5. Carl C. Joys, Jr.	" "
6. Herbert F. Lindsay	" "
7. Bruno Rahn	" "
8. L. T. Smith	" "
9. Chester O. Wanvig	" "

There being no other nominations, and on motion, duly seconded, it was unanimously

RESOLVED, that the Secretary be, and he hereby is instructed to cast the ballot of all stockholders present in person or by proxy for the election of the above named gentlemen to serve as Directors of the company until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

The Secretary having cast the ballot of the Stockholders as directed, the above named nine gentlemen were thereupon declared by the Chairman duly elected Directors until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

ADJOURNMENT: No other business coming before the meeting, it was, on motion duly made and seconded, adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

STATE OF WISCONSIN,
MILWAUKEE COUNTY.

SS.

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS
To the Stockholders of
Milwaukee Gas Light Company.
Notice is hereby given that the Annual
Meeting of the Stockholders of Milwaukee
Gas Light Company will be held,
pursuant to the By-Laws, at the office
of the company, 626 East Wisconsin Ave-
nue, Milwaukee, Wisconsin, on the 7th
day of February, 1944, at 10:00 o'clock
A. M., for the purpose of electing Di-
rectors and for the transaction of such
other business as may properly come be-
fore the meeting.
Signed: L. T. SMITH,
Secretary.
MILWAUKEE, WIS.
Dated: January 25, 1944.

T. P. Leipzig....., being duly sworn, says that
he is the foreman of the printers of the MILWAUKEE
SENTINEL, which is a public newspaper of general cir-
culation, printed and published in the City of Milwau-
kee, in said county; that a notice, of which the printed
one hereto attached is a true copy, was published in said
newspaper on the following date:

January 25, 1944

that the said MILWAUKEE SENTINEL is a newspaper
printed in the English language, and that said printed
copy was taken from said newspaper.

T. P. Leipzig

Subscribed and sworn to before me

on.....January 28th....., 1944

Chas. J. Timp
Notary Public, Milwaukee County,
My Commission Expires Sept. 20, 1946

2770-35

83-P 277-4-39-500-33s-22x34 Howard 17

Affidavit of Publication

State of Wisconsin, } SS.
Milwaukee County.

1944. Erwin Sheets, 2103 W. Sunset
Special Notices
NOTICE of annual meeting of stockholders.
To the stockholders of Milwaukee Gas
Light Co.
Notice is hereby given that the annual
meeting of the stockholders of Milwaukee
Gas Light Co. will be held, pursuant to the
bylaws, at the office of the company, 626
E. Wisconsin av., Milwaukee, Wis., on the
7th day of February, 1944, at 10 o'clock
a. m., for the purpose of electing directors
and for the transaction of such other busi-
ness as may properly come before the meet-
ing. Signed: L. T. SMITH, Secretary, Mil-
waukee, Wis. Dated Jan. 25, 1944.

Fred J. Lawton, being duly sworn, says that
he is the foreman of the printers of The Milwaukee Journal, which is a public news-
paper of general circulation, printed and published in the city of Milwaukee, in said
county; that a notice, of which the printed one hereto attached is a true copy, was

published in said newspaper on the.....twenty-fifth.....day of
January....., 1944., and once in each and every week

thereafter for...~~1~~...day...~~successive and consecutive weeks~~...; that the date of the last of
such publications was the...25th...day of...January.....A. D.,

1944; and that said publication was made once in each ~~week~~ ^{day} for...one day...only
~~successive weeks in all~~. That the said Milwaukee Journal is a newspaper printed in
the English language and that said printed copy was taken from said newspaper.

Fred J. Lawton

Subscribed and sworn to before me thistwenty-fifth..... day of
January....., A. D., 1944.

Edw. Garland
Notary Public, Milwaukee County, Wisconsin
My Commission expires Nov 17, 1946

MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN)
) ss.
 County of Milwaukee)

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 24th day of January, 1944, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Annual Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me
 this 26th day of January, 1944.

R. A. Mangel
 Notary Public, Milwaukee County, Wis.

My Commission expires November 17-1946

MILWAUKEE GAS LIGHT COMPANY

626 EAST WISCONSIN AVENUE

MILWAUKEE 1, WISCONSIN

B. RAHN
PRESIDENT
E. HAASE
VICE-PRESIDENT
B. T. FRANCK
VICE-PRESIDENT
T. SMITH
SECRETARY & TREASURER
R. JOHNSON
ASST. SECRETARY & ASST. TREASURER
P. J. IMSE
ASST. SECRETARY & ASST. TREASURER

NOTICE OF ANNUAL MEETING

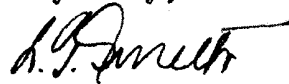
OF STOCKHOLDERS

To the Stockholders of

Milwaukee Gas Light Company.

Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-Laws, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, 1, Wisconsin, on the 7th day of February, 1944, at 10:00 o'clock A.M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Yours very truly,



Secretary

Dated: January 25-1944.

FOR VICTORY



BUY

UNITED
STATES
SAVINGSBONDS
AND
STAMPS

Use GAS Wisely... IT IS NEEDED FOR WAR

MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 7, 1944

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago 3, Illinois.....	178,620
Ethel B. Scully Alden Route 4, Fort Wayne, Ind.....	18
Arthur H. Anger 2669 No. Terrace Ave., Milwaukee 11, Wis.....	1
Emily B. Bayley c/o The Chase National Bank of the City of New York Attn.: Foreign Paying Receiving Tellers 18 Pine St., New York, N. Y.....	36
R. B. Brown Deer Harbor, Orcas Island, Washington.....	45
W. C. Buchanan c/o Globe Steel Tubes Co. 3839 W. Burnham St., Milwaukee 4, Wis.....	1
Mrs. Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Frank L. Conrad c/o American Light & Traction Co. 105 West Adams St., Suite 2200, Chicago 3, Ill.....	1
Walstein F. Douthirt 165 Broadway, New York 6, N. Y.....	28
Lucy Ripley Fox 2015 No. Lake Drive, Milwaukee 2, Wis.....	72
Edward E. Gillen c/o Edward E. Gillen Co. 626 E. Wisconsin Ave., Milwaukee 2, Wis.....	1
Alfred Morton Githens 101 Park Ave., New York, N.Y.....	12
Thomas S. Githens Alden Park Manor Wissahickon & Cheltenham Aves., Gtn., Philadelphia, Pa.....	12

-2-

MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 7, 1944

	<u>Number of Shares</u>
Elsabeth L. Glass 2715 North Shepard Ave., Milwaukee 11, Wis.....	39
Louise Gregg 2919 No. Hackett Ave., Milwaukee 11, Wis.....	18
Ewald Haase 3012 No. Stowell Ave., Milwaukee 11, Wis.....	39
Carl C. Joys, Jr. 2560 North Summit Ave., Milwaukee 11, Wis.....	1
John Knickerbacker 86 First St., Troy, New York.....	558
Herbert F. Lindsay 126 So. Second St., Milwaukee 1, Wis.....	1
Edith Madeira The Newport 16th & Spruce St., Philadelphia, Pa.....	54
Milwaukee-Downer College 2512 E. Hartford Ave., Milwaukee 11, Wis.....	24
Hannah S. Molony c/o The Fifth Ave. Bank of New York 530 Fifth Avenue, New York, N.Y.....	41
Katharine M. Morris 323 W. Mermaid Lane, Chestnut Hill Philadelphia, Pa.....	27
Nathalie Morris 323 W. Mermaid Lane, Chestnut Hill Philadelphia, Pa.....	27
George R. Nichols Box 16, Townshend, Vt.....	46
Bruno Rahn 626 E. Wisconsin Ave., Milwaukee 1, Wis.....	1
G. T. Shoemaker c/o American Light & Traction Co. 105 West Adams St., Suite 2200, Chicago 3, Ill.....	1

MILWAUKEE GAS LIGHT COMPANY
CERTIFIED LIST OF COMMON STOCKHOLDERS

February 7, 1944

	<u>Number of Shares</u>
Louis T. Smith 626 E. Wisconsin Ave., Milwaukee 1, Wis.....	1
George Stevens P.O. Box 506 Lowell, Mass.....	113
Chester O. Wanvig c/o Globe-Union, Inc. 900 E. Keefe Ave., Milwaukee 1, Wis.....	<u>1</u>
Total	<u>180,000</u>

I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 7th day of February, 1944.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

WITNESS my hand and seal of said corporation this 1st day of February, 1944.



 Secretary.

MILWAUKEE GAS LIGHT COMPANY

MILWAUKEE, WISCONSIN

February 7, 1944

To the Meeting of Stockholders of
Milwaukee Gas Light Company.

The undersigned inspectors of election hereby report that they have canvassed the powers of attorney presented at the meeting and compared them with the list of stockholders of Common Stock and find that the holders of 7 shares of Common Capital Stock of the company are present in person, and the holders of 178,648 shares are present by proxy, as per the following list:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Buchanan, W. C.	1
Gillen, Edward E.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
Total	7

<u>Present by Proxy</u>	
American Light & Traction Co., by B.Rahn	178,620
Douthirt, Walstein F. " " "	28
Total	178,648
Grand Total	178,655

Signed:

Cowdery
H. F. L. L. L.

PROXY

KNOW ALL MEN BY THESE PRESENTS, That American Light & Traction Company, a New Jersey corporation, does hereby constitute and appoint BRUNO RAHN, EWALD HAASE and L. T. SMITH, or any of them, its true and lawful attorneys or attorney, for it and in its name, place and stead to vote all stock owned by it in MILWAUKEE GAS LIGHT COMPANY, a Wisconsin corporation, on any and all matters and questions arising at the annual meeting of stockholders of said Company, to be held on Monday, February 7, 1944, at 10 A.M., or any adjournment thereof, with full power of substitution and revocation in the premises, hereby ratifying and confirming all that its said attorney or attorneys, substitute or substitutes, shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 26th day of January, 1944.

AMERICAN LIGHT & TRACTION COMPANY,

By

Edmund Smith
Vice President.

Attest:

L. B. McGraw
Assistant Secretary.

Signed, sealed and delivered
in the presence of:

Lillian Wigg

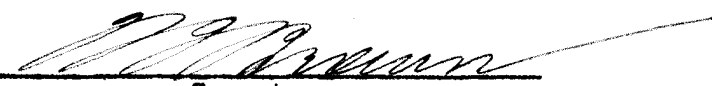
AMERICAN LIGHT & TRACTION COMPANY

CERTIFIED COPY OF SECTION 9
OF ARTICLE IV OF THE BY-LAWS
OF AMERICAN LIGHT & TRACTION
COMPANY

Unless otherwise ordered by the board of directors or by the executive committee, the president or any vice president of the Company (1) shall have full power and authority to act and vote, in the name and in behalf of this Company, at any meeting of stockholders of any corporation in which this Company may hold stock; and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock; and (2) shall have full power and authority to execute, in the name and in behalf of this Company, proxies, in due form of law, authorizing any suitable person or persons to act and to vote at any meeting of stockholders of any corporation in which the Company may hold stock; and at any such meeting, the person or persons so designated shall possess and may exercise any and all the rights and powers incident to the ownership of such stock.

I, W. I. BROWN, do hereby certify that I am secretary of American Light & Traction Company, a corporation of the state of New Jersey; that a true and correct copy of Section 9 of Article IV of the by-laws of said corporation is set forth above; and that no order of the board of directors or the executive committee of said corporation is in effect respecting the voting of the stock of Milwaukee Gas Light Company now owned by said corporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of said corporation this 26th day of January , 1944.


Secretary,
American Light & Traction Company.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 7, 1944

RECEIVED
L. T. B.

JAN 28 1944

ANSD.....
REFD. TO.....

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and hereby does constitute and appoint B. RAHN and L. T. SMITH, or either of them, his true and lawful attorneys or attorney, for him and in his name, place and stead, to vote on all stock held by him in the Milwaukee Gas Light Company, on any and all matters and questions arising at the annual meeting of the stockholders of said Company to be held on the seventh day of February, 1944, at 10:00 o'clock A.M., or any adjournment thereof, as fully as he could do if personally present, with full power of substitution in the premises, hereby ratifying and confirming all that his said attorneys, or their substitutes, shall lawfully do or cause to be done in the premises by virtue thereof.

This proxy is given without solicitation made by or on behalf of said Company or its management, directly or indirectly.

Dated, January 26, 1944.

Walter F. Brubaker
W. F. Brubaker

In the presence of:

R. Kenneth

MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of the
Board of Directors

Milwaukee, Wis., Feb. 7, 1944 -
11:00 A.M.

Pursuant to the By-Laws, the annual meeting of the Directors of the Milwaukee Gas Light Company was held immediately following the annual meeting of the Stockholders, at the office of the company, 626 East Wisconsin Avenue, Milwaukee 1, Wisconsin, on Monday, February 7, 1944, at 11:00 o'clock A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, H. F. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on January 17, 1944, which were read and approved.

ELECTION OF OFFICERS: The meeting then proceeded to the election of officers of the company for the ensuing year. The following names were placed in nomination by Mr. Rahn:

Bruno Rahn	President
Ewald Haase	Vice President
Bernard T. Franck	Vice President
Louis T. Smith	Secretary & Treasurer
Paul J. Imse	Asst. Secy. & Asst. Treas.
Robert Johnson	Asst. Secy. & Asst. Treas.
Thomas M. Leahy	Asst. Secretary

There being no other nominations, upon motion, duly seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominees, which was accordingly done, and thereupon the Chairman declared the above named as officers of the company to serve until the next annual meeting of the Directors, or until their successors shall be elected and qualified.

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of the Board of Directors - 2/7/44 (Cont.)

SALARIES OF OFFICERS: Upon motion, duly seconded, the salaries of the officers elected at this meeting are to remain the same as fixed heretofore by resolution of this Board at the Annual Meeting held February 1, 1943. The salaries are as follows:

		<u>Amount Per Annum</u>
Bruno Rahm	President	\$27,500
B. T. Franck	Vice President	10,000
Louis T. Smith	Secretary & Treasurer	10,000
Paul J. Imse	Asst. Secy. & Asst. Treas.	6,000
Robert Johnson	Asst. Secy. & Asst. Treas.	6,000
Ewald Haase	Vice President	None
Thos. M. Leahy	Asst. Secretary	None

APPOINTMENT OF COUNSEL: Upon motion, duly seconded, Miller, Mack & Fairchild were appointed Counsel of the company with a retainer fee of \$12,000 per annum.

INVESTMENT IN UNITED STATES

GOVERNMENT SECURITIES: Upon motion, duly seconded, the officers were authorized to invest the Company's surplus cash, if and when available, by purchasing additional short-term United States government securities to the extent that the aggregate amount of United States government securities so far purchased shall not exceed a total of \$2,000,000.00 par value.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., February 21-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 21, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, Edw. Gillen, H. F. Lindsey, B. Rahm and L. T. Smith.

DIRECTORS ABSENT: Messrs. W. C. Buchanan, F. Conrad, C. Joys, Jr., and C. O. Wenvig.

PRESIDING OFFICER: Mr. B. Rahm, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 7, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of January 31, 1944, and the income statement for the twelve months ending January 31, 1944, both reports being presented by the Secretary for consideration.

The Treasurer reported that on February 11, 1944 (during the Fourth War Loan Drive) the company purchased \$175,000.00 of United States Treasury Notes, Tax Series "C", making a total to date of temporary cash investments amounting to \$1,697,570 all in short term United States Government Securities.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 2/21/44 (Cont.)

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A" of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of March, 1944, to stockholders of record at the close of business on the 24th day of February, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

RELIEF FUND OF THE AMERICAN RED CROSS: The meeting then proceeded to discuss and consider the appeal of the American Red Cross for funds to carry on war relief work during the year 1944. The President recommended that we increase our donation over that of last year inasmuch as the work of the Red Cross has been greatly increased due to the increased war activities of our country and the allied nations. This year Milwaukee County is expected to contribute \$1,787,000, which is approximately \$700,000 more than last year, toward the national goal of the American Red Cross War Fund Campaign.

After discussion and careful consideration, and on motion, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a donation of Four Thousand Dollars (\$4,000) to the American National Red Cross campaign fund for War Relief for the year ending February 29, 1945.

MILWAUKEE ASSOCIATION OF COMMERCE:
CITIZENS' BUREAU OF MILWAUKEE:

Upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be and they are hereby authorized to renew the subscription of Six Hundred Dollars (\$600.00) to the Milwaukee Association of Commerce as membership dues for the year ending January 31, 1945.

RESOLVED, that the proper officers be and they are hereby authorized to make a subscription of Two Hundred Dollars (\$200.00) to the Citizens' Bureau of Milwaukee for the year ending December 31, 1944.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., March 20-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, March 20, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Carl C. Joys, Jr., B. Rahm, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad, Ed. Gillen and H. Lindsay.

PRESIDING OFFICER: Mr. B. Rahm, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 21, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of February 29, 1944, and the income statement for the two months ending February 29, 1944, both reports being presented by the Secretary for consideration.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of Three Quarters of One Percent ($3/4\%$) on the Common Stock of the corporation, amounting to Sixty-seven Thousand Five Hundred Dollars (\$67,500.), payable on the 27th day of March, 1944, to stockholders of record at the close of business on the 21st day of March, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 3/20/44 (Cont.)

ADDITIONAL DONATION TO AMERICAN RED CROSS: The President reported that due to the urgent appeal of the American Red Cross, an additional amount of \$500.00 was subscribed, thereby increasing the Company's total donation to \$4,500.00, for the year ending February 29, 1945.

Upon motion, duly seconded, it was unanimously

RESOLVED, that the action of the officers in making an additional donation of Five Hundred Dollars (\$500.00) to the American National Red Cross fund for War Relief, thereby increasing the Company's total donation to Forty-five Hundred Dollars (\$4,500.00) for the year ending February 29, 1945, be and the same is hereby approved and confirmed.

RETIREMENT OF OLD EMPLOYEE: The President then submitted for consideration the case of Mrs. Annie Z. Trebbe, an old employe now physically unable to continue at her work. He recommended that upon her retirement she be given a welfare allowance, payable monthly, until further action of the Board.

Mrs. Trebbe was employed as a charwoman in the Building Operation group; age 69 years, and was in the employ of the company 31 years. The record of this employe is on file in the Payroll Department.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Mrs. Annie Z. Trebbe be retired from duty, and that until further action by the Board of Directors she be given an allowance of Thirty Dollars (\$30.00) per month, beginning March 1, 1944, chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

H. P. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., April 17-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, April 17, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, H. F. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on March 20, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of March 31, 1944, and the income statement for the three months ending March 31, 1944, both reports being presented by the Secretary for consideration.

The Board approved the action of the officers in exchanging the Company's investment of \$300,000 in 7/8% U. S. Treasury Certificates, Series B-1944, which became due on April 1, 1944, for a like amount of the same Certificates Series B-1945, due on April 1, 1945.

The meeting also discussed the policies of the Company with respect to the natural gas situation, material prices, taxes, labor, and other matters affecting the Company's operations. During this discussion a revised estimate covering the future operations of the Company for the balance of the year 1944 was presented for consideration.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

L. T. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., May 15-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, May 15, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, H. F. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad, C. Joys, Jr. and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on April 17, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of April 30, 1944, and the income statement for the four months ending April 30, 1944, both reports being presented by the Secretary for consideration.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of June, 1944, to stockholders of record at the close of business on the 26th day of May, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 5/15/44 (Cont.)

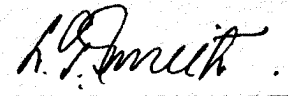
WISCONSIN CITIZENS' MILITARY TRAINING CAMP ASSOCIATION:WISCONSIN STATE GUARD:

Upon motion, duly seconded, the following resolutions were unanimously adopted:

RESOLVED, that the proper officers be and they are hereby authorized to renew the subscription of One Hundred Dollars (\$100.00) to the Wisconsin Citizens' Military Training Camp Association.

RESOLVED, that the proper officers be and they are hereby authorized to make a contribution of Fifty Dollars (\$50.00) to the Wisconsin State Guard.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

Regular Meeting of the
Board of Directors

Milwaukee, Wis., June 19-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, June 19, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, F. L. Conrad, C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Mr. Ed. Gillen.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on May 15, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of May 31, 1944, and the income statement for the five months ending May 31, 1944, both reports being presented by the Secretary for consideration.

The President reported that the present cash balances will permit the purchase of additional United States Treasury Tax Notes "C" in the amount of \$200,000. during the 5th War Loan Drive, thereby increasing our investment in short-term government securities to a total of \$1,899,790.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One and One Quarter Percent

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 6/19/44 (Cont.)

COMMON STOCK DIVIDEND - Cont.

(1-1/4%) on the Common Stock of the corporation, amounting to One Hundred Twelve Thousand Five Hundred Dollars (\$112,500.), payable on the 27th day of June, 1944, to stockholders of record at the close of business on the 20th day of June, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

WISCONSIN CITIZENS PUBLIC EXPENDITURES SURVEY:

WISCONSIN TAXPAYERS ALLIANCE:

JUNIOR ACHIEVEMENT, INC.:

The President reported that since the last meeting of the Board of Directors the officers had renewed subscriptions to the several organizations listed above. After discussion, the following resolution was unanimously adopted:

RESOLVED, that the action of the officers in renewing the subscriptions to the Wisconsin Citizens Public Expenditure Survey in the amount of Four Hundred Dollars (\$400.) for the year ending May 31, 1944, the Wisconsin Taxpayers Alliance in the amount of Two Hundred Fifty Dollars (\$250.) for the year 1944, and the Junior Achievement, Inc. in the amount of One Hundred Fifty Dollars (\$150.) for the year ending June 30, 1944, be, and the same are hereby approved and confirmed.

MILWAUKEE BOYS' CLUB: The meeting then proceeded to discuss and consider the appeal of the Milwaukee Boys' Club for funds to help defray the cost of erecting an adequate building that will permit expansion of Milwaukee's badly needed Boys' Club program.

After discussion and careful consideration, and on motion, duly seconded, it was unanimously

RESOLVED, that the President be and he is hereby authorized to make a donation of Five Hundred Dollars (\$500.) to the Milwaukee Boys' Club Trust Fund.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

H. P. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., July 17-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, July 17, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. C. Buchanan, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. A. Anger, F. Conrad and C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on June 19, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of June 30, 1944, and the income statement for the six months ending June 30, 1944, both reports being presented by the Secretary for consideration.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., August 21-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, August 21, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. C. Buchanan, Ed. Gillen, Carl C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. A. Anger and F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on July 17, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of July 31, 1944, and the income statement for the seven months ending July 31, 1944, both reports being presented by the Secretary for consideration.

The Secretary reported that on July 31, 1944, a notice was received from the Wisconsin Department of Taxation fixing the assessment of the company's property for the year 1944 at \$23,250,000.00, and that the average rate of taxation for the year 1944 had been computed and determined to be .0223146. Due to a reduction in the assessment of \$250,000.00, and a reduction in the rate of .0014825, the company's tax liability payable to the State of Wisconsin for the year 1944 will be \$518,814.45, or \$40,417.40 less than the year 1943. The total state property tax will be due and payable on December 1, 1944.

After discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 8/21/44 (Cont.)

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of September, 1944, to stockholders of record at the close of business on the 26th day of August, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

RETIREMENT OF OLD EMPLOYE: The President then submitted for consideration the case of Guiseppe Ragusa, an old employe of the company who, because of permanent illness, is unable to continue at his work. He recommended that he be given a welfare allowance from July 1, 1944, payable monthly, until further action of the Board.

Mr. Ragusa was employed as a laborer and pipe fitter in our Distribution Department, is 60 years of age, and has been in the continuous employ of the company since September 15, 1922. He has been unable to work since February 4, 1944 because of serious illness.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Mr. Guiseppe Ragusa be retired from duty, and that until further action of the Board of Directors he be given an allowance of Thirty Dollars (\$30.00) per month, beginning July 1, 1944 and until April 1, 1949, at which time he becomes eligible to Federal Old Age Benefits, and thereafter from April 1, 1949 he be given an allowance of Twenty Dollars (\$20.00) per month, the above payments chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., September 18-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, September 18, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. C. Buchanan, Ed. Gillen, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. A. Anger, F. Conrad, Carl Joys, Jr. and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on August 21, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of August 31, 1944, and the income statement for the eight months ending August 31, 1944, both reports being presented by the Secretary for consideration.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.), payable on the 19th day of September, 1944, to stockholders of record at the close of

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 9/18/44 (Cont.)

COMMON STOCK DIVIDEND - Cont.

business on the 18th day of September, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

SUBSCRIPTION TO THE COMMUNITY-WAR CHEST: The President stated that again this year the Community Fund is uniting with the War Chest for Milwaukee County, which includes various agencies for war relief and aid to the armed forces. This year the Community-War Chest is asking for \$3,209,962.00, which is approximately the same as the goal (\$3,215,653.00) of last year. He recommends that our subscription be the same as last year, that is, \$7,000.00 for the fiscal year ending October 1, 1945.

After discussion and careful consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of Seven Thousand Dollars (\$7,000.) to the Community-War Chest of Milwaukee County for the fiscal year ending October 1, 1945.

ADDITIONAL SUBSCRIPTION TO THE WISCONSIN
CITIZENS PUBLIC EXPENDITURE SURVEY:

The President informed the Board that the Wisconsin Citizens Public Expenditure Survey is urgently appealing for an additional subscription of \$200.00, which is 50% of the company's annual subscription to the Survey. He has investigated the request and recommends that the Board take favorable action upon this emergency appeal.

After discussion and careful consideration, and on motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make an additional subscription of Two Hundred Dollars (\$200.00) to the Wisconsin Citizens Public Expenditure Survey.

RETIREMENT OF OLD EMPLOYEE: The President then submitted for consideration the case of William A. Rose, an old employe of the company who, because of the effects of a coronary attack, is unable to continue at his work. He recommended that he be given a welfare allowance from October 1, 1944, payable monthly, until further action of the Board.

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 9/18/44 (Cont.)

RETIREMENT OF OLD EMPLOYEE - Cont.

Mr. Rose was employed as a blacksmith at our Third Ward Station, is 58 years of age, and has been in the continuous employ of the company since May 10, 1915. The record of this employe is on file in the Payroll Department.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Mr. William A. Rose be retired from duty, and that until further action of the Board of Directors he be given an allowance of Fifty Dollars (\$50.00) per month, beginning October 1, 1944 and until April 1, 1951, at which time he becomes eligible to Federal Old Age Benefits, and thereafter from April 1, 1951 he be given an allowance of Thirty-five Dollars (\$35.00) per month, the above payments chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors

Milwaukee, Wis., October 16-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, October 16, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. C. Buchanan, Ed. Gillen, C. Joys, Jr., H. Lindsay, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. A. Anger, F. Conrad and B. Rahn.

PRESIDING OFFICER: Mr. L. T. Smith presided at the meeting.

SECRETARY: Mr. H. F. Lindsay acted as Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on September 18, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of September 30, 1944, and the income statement for the nine months ending September 30, 1944, both reports being presented by the Secretary for consideration.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., November 20-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, November 20, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. H. Anger, Ed. Gillen, C. Joys, Jr., H. F. Lindsay and L. T. Smith.

DIRECTORS ABSENT: Messrs. W. C. Buchanan, F. Conrad, B. Rahn and C. O. Wanvig.

PRESIDING OFFICER: Mr. L. T. Smith presided at the meeting.

SECRETARY: Mr. H. F. Lindsay acted as Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on October 16, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of October 31, 1944, and the income statement for the ten months ending October 31, 1944, both reports being presented by the Secretary for consideration.

The Secretary reported that the present cash balances of the company will permit the purchase of additional short-term government securities and recommended that \$200,000. of the company's funds be invested in 7/8% U. S. Treasury Certificates of Indebtedness during the 6th War Loan Drive.

Thereupon, on motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to purchase additional 7/8 Percent United States of America Treasury Certificates of Indebtedness in the amount of \$200,000. during the 6th War Loan Drive.

FURTHER RESOLVED, that the proper officers be, and they are hereby authorized to invest the company's surplus cash, if and when available, by purchasing additional short-term United States government securities to the extent that the aggregate amount of the company's holdings in United States government securities shall not exceed a total of \$2,500,000. par value.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 11/20/44 (Cont.)

REPORTS - Cont.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of December, 1944, to stockholders of record at the close of business on the 25th day of November, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

RETIREMENT OF OLD EMPLOYE: The Chairman then submitted for consideration the case of Miss Lucille A. Brown, an old employe of the company now physically unable to continue at her work. He recommended that upon her retirement she be given a welfare allowance, payable monthly, until further action of the Board.

Miss Brown was employed as a Clerk in the General Accounting Department, is 64 years of age, and has been in the employ of the company for 41 years, during which time she has been consistent in the attendance to her duties and has served the company well. The record of this employe is on file in the Payroll Department.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Miss Lucille A. Brown be retired from duty, and that until further action of the Board of Directors she be given an allowance of Thirty-five Dollars (\$35.00) per month, beginning December 1, 1944, chargeable to Welfare Account.

NATIONAL ASSOCIATION OF MANUFACTURERS: Upon motion, duly seconded, the following resolution was unanimously adopted:

RESOLVED, that the proper officers be, and they are hereby authorized to renew the subscription of One Hundred Dollars (\$100.00) to the National Association of Manufacturers for the year ending November 30, 1945.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

H. J. Kim
Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., December 18-1944
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, December 18, 1944, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. H. Anger, W. C. Buchanan, Ed. Gillen, C. Joys, Jr., H. F. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. F. L. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on November 20, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of November 30, 1944, and the income statement for the eleven months ending November 30, 1944, both reports being presented by the Secretary for consideration.

The Secretary reported that the company purchased an additional \$200,000. of U. S. 7/8% Certificates of Indebtedness during the 6th War Loan Drive in December. He further reported that \$105,000. of our investment in U. S. Tax "C" Notes was used in December to pay in part the 4th quarterly installment of Federal income and excess profits taxes. Our total investment in short-term government securities now amounts to \$1,995,530.

The Chairman informed the Board that the officers of the company propose to write off to Earned Surplus an amount of \$533,695.07, being intangibles now included in Utility Plant Account. This amount is the balance which cannot be identified or substantiated as original cost charged to construction. It is further proposed to transfer the cost of issuing Milwaukee Gas Light Company common and preferred stock from Utility Plant in Service to Capital Stock Expense (a Balance Sheet Account) amounting to \$70,513.63. Details were submitted and placed on file.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 12/18/44 (Cont.)

REPORTS (Cont.)

After discussion and careful consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the recommendations of the officers as above written, be, and the same are hereby authorized, approved and confirmed.

After further discussion and careful consideration, the financial reports, together with pertinent data and comparative statistics, were then ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.), payable on the 22nd day of December, 1944, to stockholders of record at the close of business on the 19th day of December, 1944, and the Treasurer is directed and authorized to cause the same to be paid on the date specified."

CHAMBER OF COMMERCE OF THE UNITED STATES:

WISCONSIN MANUFACTURERS' ASSOCIATION:

Upon motion, duly seconded, the following resolution was unanimously adopted:

RESOLVED, that the proper officers be, and they are hereby authorized to renew the subscription of One Hundred Fifty Dollars (\$150.00) to the Chamber of Commerce of the United States, and One Hundred Dollars (\$100.00) to the Wisconsin Manufacturers' Association, as membership dues for the twelve months ending December 31, 1945.

ST. LUKE'S HOSPITAL BUILDING FUND:

MOUNT SINAI HOSPITAL BUILDING FUND:

The meeting then proceeded to consider the appeals of the two hospitals listed above for funds in their campaign for additional building facilities. After discussion and careful consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Two Hundred Dollars (\$200.00) to St. Luke's Hospital Building Fund, and One Hundred Dollars (\$100.00) to Mount Sinai Hospital Building Fund.

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 12/18/44 (Cont.)

NOTICE TO AMEND SECTION 2 OF ARTICLE II

OF THE BY-LAWS: The Chairman informed the Board that it was the intention to amend the by-laws so as to change the monthly meeting of the directors from the third Monday of each month to the third Wednesday of each month. In conformity with Section 2 of Article V of the By-Laws the following written notice was given to the Board at this meeting.

"TO THE BOARD OF DIRECTORS OF MILWAUKEE GAS LIGHT COMPANY:

NOTICE IS HEREBY GIVEN that at the monthly meeting of the directors on January 15, 1945, there will be submitted a proposal to amend Section 2 of Article II of the By-Laws of the Company so as to change the monthly meeting of the directors from the third Monday of each month to the third Wednesday of each month.

Dated December 18, 1944.

(Signed) L. T. Smith "
Secretary.

The original of the above notice is appended to these minutes as page 287. A copy was mailed to each of the directors of Milwaukee Gas Light Company.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

L. T. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

626 EAST WISCONSIN AVENUE
MILWAUKEE 1, WISCONSIN

B. RAHN
PRESIDENT
E. HAASE
VICE-PRESIDENT
B. T. FRANCK
VICE-PRESIDENT
L. T. SMITH
SECRETARY & TREASURER
R. JOHNSON
ASST. SECRETARY & ASST. TREASURER
P. J. IMSE
ASST. SECRETARY & ASST. TREASURER

TO THE BOARD OF DIRECTORS OF MILWAUKEE GAS LIGHT COMPANY:

NOTICE IS HEREBY GIVEN that at the monthly meeting of the directors on January 15, 1945, there will be submitted a proposal to amend Section 2 of Article II of the By-Laws of the Company so as to change the monthly meeting of the directors from the third Monday of each month to the third Wednesday of each month.

Dated December 18, 1944.


Secretary.

FOR VICTORY

BUY

UNITED
STATES
SAVINGS

BONDS
AND
STAMPS

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors

Milwaukee, Wis., January 15-1945
4:00 P.M.

There being no quorum present, the meeting adjourned to
Wednesday, January 17, 1945, at 4:00 o'clock P.M.

A. G. Smith
Secretary.

MILWAUKEE GAS LIGHT COMPANY

Adjourned Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., January 17-1945
4:00 P.M.

The adjourned regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, January 17, 1945, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. H. Anger, W. C. Buchanan, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and C. Joys, Jr.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 18, 1944, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of December 31, 1944, and the income statement for the twelve months ending December 31, 1944, both reports being presented by the Secretary for consideration.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

WISCONSIN STATE CHAMBER OF COMMERCE: Upon motion, duly seconded, the following resolution was unanimously adopted:

RESOLVED, That the proper officers be, and they are hereby authorized to renew the subscription of One Hundred Dollars (\$100.00) to the Wisconsin State Chamber of Commerce for the twelve months ending December 31, 1945.

MARQUETTE UNIVERSITY FUND:

ENGINEERS' SOCIETY OF MILWAUKEE: The President informed the Board that the Marquette University and the Engineers' Society of Milwaukee are appealing for funds to help defray the cost of additional building facilities which they feel will be needed when our service men and women return after

MILWAUKEE GAS LIGHT COMPANY

-2- Adjourned Regular Meeting of the Board of Directors - 1/17/45 (Cont.)

the war is ended. He has investigated the requests and recommends that the Board take favorable action upon both appeals.

After discussion and careful consideration, and on motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a contribution of Two Thousand Dollars (\$2,000.00) to Marquette University Fund, and Five Hundred Dollars (\$500.00) to the Engineers' Society of Milwaukee.

ST. LUKE'S HOSPITAL BUILDING FUND: The meeting then proceeded to reconsider the appeal of St. Luke's Hospital for funds in their campaign for additional building facilities. After discussion and careful consideration, the Board decided to increase the company's donation to \$500.00, and, upon motion, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make an additional donation of Three Hundred Dollars (\$300.00) to the St. Luke's Hospital Building Fund, thereby increasing the company's total donation to Five Hundred Dollars (\$500.00).

RETIREMENT OF OLD EMPLOYEES: The President then submitted for consideration the cases of Edward Dickow, Adolph W. Muehler, August J. Lenz and Mrs. Winnie P. Schmidt, all old employees of the company now physically unable to continue at their work. He recommended that upon their retirement they be given a welfare allowance, payable monthly, until further action of the Board.

Mr. Dickow was employed as Ass't. Secretary and Ass't. Treasurer, is 65 years of age, and has been in the employ of the company for 35 years. The doctor reports that he is totally and permanently blind due to chronic glaucoma.

Mr. Muehler was employed as a meter reader, is 73 years of age, and has been in the employ of the company for 37 years. Due to his advanced age and his general physical condition he no longer can continue at his work.

Mr. Lenz was employed as a mechanic in the Automotive Repair Shop at our Third Ward Station, is 76 years of age, and has been in the employ of the company for 38 years. Due to his advanced age and his general physical condition he no longer can continue at his work.

Mrs. Schmidt was employed as a charwoman in our General Office Building, is 65 years of age and has been in the employ of the company continuously for 22 years. Due to her age and her general physical condition she no longer can continue at her work.

MILWAUKEE GAS LIGHT COMPANY

-3- Adjourned Regular Meeting of the Board of Directors - 1/17/45 (Cont.)

All of the above employees are eligible for Federal Old Age Benefits. Complete records are on file in the Payroll Department.

Upon motion, duly seconded, the following resolutions were unanimously adopted:

RESOLVED, that Mr. Edward Dickow be retired from duty, and that until further action of the Board of Directors he be given an allowance of One Hundred Dollars (\$100.00) per month, beginning December 1, 1944, chargeable to Welfare Account.

RESOLVED, that Mr. Adolph W. Muehler be retired from duty, and that until further action of the Board of Directors he be given an allowance of Forty Dollars (\$40.00) per month, beginning January 1, 1945, chargeable to Welfare Account.

RESOLVED, that Mr. August J. Lenz be retired from duty, and that until further action of the Board of Directors he be given an allowance of Forty Dollars (\$40.00) per month, beginning January 1, 1945, chargeable to Welfare Account.

RESOLVED, that Mrs. Winnie P. Schmidt be retired from duty, and that until further action of the Board of Directors she be given an allowance of Twenty Dollars (\$20.00) per month, beginning January 11, 1945, chargeable to Welfare Account.

AMENDMENT OF SECTION 2 OF ARTICLE II OF THE BY-LAWS: Notice having been given to the members of the Board of Directors in compliance with Section 2 of Article V of the By-Laws of the company, the following resolution was duly adopted by a majority of the entire Board:

RESOLVED, that Section 2 of Article II of the By-Laws of the company be amended to read as follows:

"SEC. 2. There shall be an annual meeting of the directors on the first Monday in February to be held immediately after the adjournment of the annual meeting of the stockholders. There shall be stated monthly meetings of the Directors on the third Wednesday of each and every month, and meetings at such other times as the Board may deem proper, and for their services the directors shall receive equally divided among those present, the sum of \$180.00 for each regular meeting and \$90.00 for every special meeting, at which a quorum shall be present. Special meetings may be called by the Chairman of the Board, the President, a Vice-president or General Manager, or any two members of the Board, upon written notice mailed by the Secretary to each Director at least twenty-four hours prior to the time of holding

MILWAUKEE GAS LIGHT COMPANY

-4- Adjourned Regular Meeting of the Board of Directors - 1/17/45 (Cont.)

such meetings; provided, that at all such meetings it shall require a majority of the whole Board to adopt any measure.

"At the meetings of the Board of Directors, a quorum being present, the order of business shall be as follows, viz:

"First - Reading (correcting, if necessary), and approving the journal.

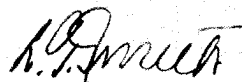
"Second - Communications from the President and others.

"Third - Reports from committees and from officers and agents of the company.

"Fourth - Resolutions and motions.

"Fifth - Unfinished and miscellaneous business."

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of Stockholders

Milwaukee, Wis., Feb. 5, 1945 -
10:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, the annual meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee 1, Wisconsin, on Monday, February 5, 1945, at 10:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated January 24, 1945, in proof of publication in the Milwaukee Sentinel, and affidavit of Louis J. Gilg, dated January 29, 1945, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on January 23, 1945, and submitted affidavit of Ethel M. Smith, dated January 30, 1945, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 296 to 298 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there was present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Buchanan, W. C.	1
Gillen, Edward E.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
Total	6
 <u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	178,620
Douthirt, Walstein F. " " "	28
Total	178,648
Grand Total	178,654

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of Stockholders - 2/5/45 (Cont.)

There were thus present in person stockholders of the corporation holding 6 shares of common stock, and represented by proxy, stockholders of the corporation holding 178,648 shares of common stock, or a total of 178,654 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 299 to 301 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. C. O. Wanvig and Edward E. Gillen Tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and, together with the proxies, is appended to these minutes as pages 302 to 305 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the Annual Meeting of the Stockholders held on February 7, 1944, which were read and approved.

APPROVAL OF REPORT AND RATIFICATION OF

ACTS OF DIRECTORS AND OFFICERS: The Chairman then presented the annual report of the company for the year 1944, and after lengthy discussion and careful consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the annual report of the company for the year 1944, and the acts and proceedings of the directors and officers in the furtherance of the matters therein set forth and as shown in Minute Book Vol. X on pages 251 to 292, inclusive, be and the same hereby are fully approved, ratified and confirmed.

ELECTION OF DIRECTORS: The meeting then proceeded to the election of nine directors as successors to the directors whose terms expire with this annual meeting.

MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of Stockholders - 2/5/45 (Cont.)

ELECTION OF DIRECTORS (Cont.)

The following names were placed in nomination by Mr. Rahn, all of whom are stockholders in the corporation:

1. Arthur H. Anger	Milwaukee, Wis.
2. W. C. Buchanan	" "
3. Frank L. Conrad	Chicago, Ill.
4. Edward E. Gillen	Milwaukee, Wis.
5. Carl C. Joys, Jr.	" "
6. Herbert F. Lindsay	" "
7. Bruno Rahn	" "
8. L. T. Smith	" "
9. Chester O. Wanvig	" "

There being no other nominations, and on motion, duly seconded, it was unanimously

RESOLVED, that the Secretary be, and he hereby is instructed to cast the ballot of all stockholders present in person or by proxy for the election of the above named gentlemen to serve as Directors of the company until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

The Secretary having cast the ballot of the Stockholders as directed, the above named nine gentlemen were thereupon declared by the Chairman duly elected Directors until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

ADJOURNMENT: No other business coming before the meeting, it was, on motion duly made and seconded, adjourned.

H. P. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

STATE OF WISCONSIN, }
MILWAUKEE COUNTY. } ss.

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS
To the Stockholders of
Milwaukee Gas Light Company.
Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-Laws, at the office of the company, 628 East Wisconsin Avenue, Milwaukee 1, Wisconsin, on the 5th day of February, 1945, at 10:00 o'clock A. M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
Signed: L. T. SMITH
Secretary
Milwaukee, Wis., Dated: January 24, 1945.

T. P. Leipzig....., being duly sworn, says that he is the foreman of the printers of the MILWAUKEE SENTINEL, which is a public newspaper of general circulation, printed and published in the City of Milwaukee, in said county; that a notice, of which the printed one hereto attached is a true copy, was published in said newspaper on the following date:

January 24, 1945

that the said MILWAUKEE SENTINEL is a newspaper printed in the English language, and that said printed copy was taken from said newspaper.

Subscribed and sworn to before me
on.....January 24th....., 1945

Chas J. Linc
Notary Public, Milwaukee County.
My Commission Expires Sept. 1, 1946

8478-35

Affidavit of Publication

State of Wisconsin, }
Milwaukee County. } ss.

MEETING
ERS

of

company

Annual Meeting of the
Company will be held,
ice of the company,
ukee 1, Wisconsin, on the
0:00 o'clock a. m., for the
ectors and for the transaction of such
properly come before the meeting.

Signed: L. T. Smith
Secretary

Louis J. Gilg....., being duly sworn, says that he is the foreman of the printers of The Milwaukee Journal, which is a public newspaper of general circulation, printed and published in the city of Milwaukee, in said county; that a notice, of which the printed one hereto attached is a true copy, was published in said newspaper on the..Twenty-Fourth.....day of
January....., 1945., and once in each and every ~~week~~ ^{day}
~~thereafter for one~~ ^{day only} ~~successive and consecutive weeks~~ that the date of the last of
such publications was the..24th..day of...January.....A. D.,
1945.; and that said publication was made once in each ~~week~~ ^{day} for.....one.....
successive ~~weeks~~ in all. That the said Milwaukee Journal is a newspaper printed in the English language and that said printed copy was taken from said newspaper.

Louis J. Gilg
Subscribed and sworn to before me this.....29th.....day of
January.....A. D., 1945..

M. L. Leland
Notary Public, Milwaukee County, Wisconsin

My Commission expires May 17 1946

MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN)
) ss.
County of Milwaukee)

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 23rd day of January, 1945, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Annual Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me
this 30th day of January, 1945.

R. A. Mennel
Notary Public, Milwaukee County, Wis.

My Commission expires November 17-1946

MILWAUKEE GAS LIGHT COMPANY

626 EAST WISCONSIN AVENUE

MILWAUKEE 1, WISCONSIN

B. RAHN
PRESIDENT
E. HAASE
VICE-PRESIDENT
B. T. FRANCK
VICE-PRESIDENT
L. T. SMITH
SECRETARY & TREASURER
R. JOHNSON
ASST. SECRETARY & ASST. TREASURER
P. J. IMSE
ASST. SECRETARY & ASST. TREASURER

NOTICE OF ANNUAL MEETING

OF STOCKHOLDERS

To the Stockholders of

Milwaukee Gas Light Company.

Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-Laws, at the office of the company, 626 East Wisconsin Avenue, Milwaukee 1, Wisconsin, on the 5th day of February, 1945, at 10:00 o'clock A.M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Yours very truly,

L. T. Smith

Secretary

Dated: January 24-1945

FOR VICTORY



MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 5, 1945

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago 3, Illinois.....	178,620
Ethel B. Scully Alden 836 W. Berry St., Fort Wayne 2, Indiana.....	18
Arthur H. Anger 2669 No. Terrace Ave., Milwaukee 11, Wis.....	1
Emily B. Bayley c/o The Chase National Bank of the City of New York Attn.: Foreign Paying Receiving Tellers 18 Pine Street, New York, N. Y.....	36
R. B. Brown Deer Harbor, Orcas Island, Washington.....	45
W. C. Buchanan c/o Globe Steel Tubes Co. 3839 W. Burnham St., Milwaukee 4, Wis.....	1
Mrs. Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Frank L. Conrad c/o American Light & Traction Co. 105 West Adams St., Suite 2200, Chicago 3, Ill.....	1
Walstein F. Douthirt 165 Broadway, Room 1730, New York 6, N. Y.....	28
Lucy Ripley Fox 2015 No. Lake Drive, Milwaukee 2, Wis.....	72
Edward E. Gillen c/o Edward E. Gillen Co. 626 E. Wisconsin Ave., Milwaukee 2, Wis.....	1
Alfred Morton Githens 101 Park Ave., New York, N. Y.....	12
Thomas S. Githens Alden Park Manor Wissahickon & Cheltenham Aves., Gtn., Philadelphia, Pa.....	12

MILWAUKEE GAS LIGHT COMPANY
CERTIFIED LIST OF COMMON STOCKHOLDERS

February 5, 1945

	<u>Number of Shares</u>
Elsabeth L. Glass 2715 North Shepard Ave., Milwaukee 11, Wis.....	39
Louise Gregg 2919 No. Hackett Ave., Milwaukee 11, Wis.....	18
Ewald Haase 3012 No. Stowell Ave., Milwaukee 11, Wis.....	39
Carl C. Joys, Jr. 2560 North Summit Ave., Milwaukee 11, Wis.....	1
John Knickerbacker 86 First St., Troy, New York.....	558
Herbert F. Lindsay 126 So. Second St., Milwaukee 1, Wis.....	1
Edith Madeira The Newport 16th & Spruce St., Philadelphia, Pa.....	54
Milwaukee-Downer College 2512 E. Hartford Ave., Milwaukee 11, Wis.....	24
Hannah S. Molony c/o The Fifth Ave. Bank of New York 530 Fifth Avenue, New York, N.Y.....	41
Katharine M. Morris 323 W. Mermaid Lane, Chestnut Hill Philadelphia, Pa.....	27
Nathalie Morris 323 W. Mermaid Lane, Chestnut Hill Philadelphia, Pa.....	27
George R. Nichols Box 16, Townshend, Vt.....	46
Bruno Rahn 626 E. Wisconsin Ave., Milwaukee 1, Wis.....	1
G. T. Shoemaker c/o American Light & Traction Co. 105 West Adams St., Suite 2200, Chicago 3, Ill.....	1

MILWAUKEE GAS LIGHT COMPANY
CERTIFIED LIST OF COMMON STOCKHOLDERS

February 5, 1945

	<u>Number of Shares</u>
Louis T. Smith 626 E. Wisconsin Ave., Milwaukee 1, Wis.....	1
George Stevens P. O. Box 506, Lowell, Mass.....	113
Chester O. Wanvig c/o Globe-Union, Inc. 900 E. Keefe Ave., Milwaukee 1, Wis.....	<u>1</u>
Total	<u><u>180,000</u></u>

I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 5th day of February, 1945.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

WITNESS my hand and seal of said corporation this 5th day of February, 1945.

L. T. Smith

Secretary.

MILWAUKEE GAS LIGHT COMPANY

MILWAUKEE, WISCONSIN

February 5, 1945

To the Meeting of the Stockholders of
Milwaukee Gas Light Company.

The undersigned inspectors of election hereby report that they have canvassed the powers of attorney presented at the meeting and compared them with the list of stockholders of Common Stock and find that the holders of 6 shares of Common Capital Stock of the company are present in person, and the holders of 178,648 shares are present by proxy, as per the following list:

Present in Person

	<u>Shares</u>
Anger, Arthur H.	1
Buchanan, W. C.	1
Gillen, Edward E.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	<u>1</u>
Total	6

Present by Proxy

American Lt. & Traction Co., by B.Rahn	178,620
Douthirt, Walstein F. " " "	<u>28</u>
Total	<u>178,648</u>
Grand Total	<u><u>178,654</u></u>

Signed:


Colvaing
Edw. E. Gillen

PROXY

KNOW ALL MEN BY THESE PRESENTS, That American Light & Traction Company, a New Jersey corporation, does hereby constitute and appoint Bruno Rahn, Ewald Haase and L. T. Smith, and each of them, its true and lawful attorneys or attorney, for it and in its name, place and stead, to vote all stock owned by it in Milwaukee Gas Light Company, a Wisconsin corporation, on any and all matters and questions arising at the annual meeting of stockholders of said Company, to be held on Monday, February 5, 1945, at 10 a.m., or at any adjournment thereof, with full power of substitution and revocation in the premises, hereby ratifying and confirming all that its said attorney or attorneys, substitute or substitutes, shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 25th day of January, 1945.

AMERICAN LIGHT & TRACTION COMPANY,

By 
Vice President

Attest:


Secretary

Signed, sealed and delivered
in the presence of:



AMERICAN LIGHT & TRACTION COMPANY

Certified copy of Section 9
of Article IV of the by-laws
of American Light & Traction
Company

Unless otherwise ordered by the board of directors or by the executive committee, the president or any vice president of the Company (1) shall have full power and authority to act and vote, in the name and in behalf of this Company, at any meeting of stockholders of any corporation in which this Company may hold stock; and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock; and (2) shall have full power and authority to execute in the name and in behalf of this Company, proxies, in due form of law, authorizing any suitable person or persons to act and to vote at any meeting of stockholders of any corporation in which the Company may hold stock; and at any such meeting, the person or persons so designated shall possess and may exercise any and all the rights and powers incident to the ownership of such stock.

I, W. I. BROWN, do hereby certify that I am secretary of American Light & Traction Company, a corporation of the state of New Jersey; that a true and correct copy of Section 9 of Article IV of the by-laws of said corporation is set forth above; and that no order of the board of directors or the executive committee of said corporation is in effect respecting the voting of the stock of **Milwaukee Gas Light Company** now owned by said corporation.

I do further certify that the following persons now hold the offices referred to in the above extract:

President
Executive Vice President
Vice President
Vice President
Vice President
Vice President
Vice President

Wm. G. Woolfolk
Frank L. Conrad
Chester N. Chubb
W. F. Douthirt
H. B. Munsell
Thos. K. Humphrey
Thomas M. Leahy

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of said corporation this 25th day of January 1945.


Secretary,
American Light & Traction Company.

RECEIVED

JAN 27 1945

AND

REF TO

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 5, 1945

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and hereby does constitute and appoint B. RAHN and L. T. SMITH, or either of them, his true and lawful attorneys or attorney, for him and in his name, place and stead, to vote on all stock held by him in the Milwaukee Gas Light Company, on any and all matters and questions arising at the annual meeting of the stockholders of said Company to be held on the fifth day of February, 1945, at 10:00 o'clock A. M., or any adjournment thereof, as fully as he could do if personally present, with full power of substitution in the premises, hereby ratifying and confirming all that his said attorneys, or their substitutes, shall lawfully do or cause to be done in the premises by virtue thereof.

This proxy is given without solicitation made by or on behalf of said Company or its management, directly or indirectly.

Dated, January 25, 1945.

Walter S. Smith

In the presence of:

R. Kenneth

MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of the
Board of Directors

Milwaukee, Wis., Feb. 5-1945 -
11:00 A.M.

Pursuant to the By-Laws, the annual meeting of the Directors of the Milwaukee Gas Light Company was held immediately following the annual meeting of the Stockholders, at the office of the company, 626 East Wisconsin Avenue, Milwaukee 1, Wisconsin, on Monday, February 5, 1945, at 11:00 o'clock A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad, C. Joys, Jr. and H. Lindsay.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on January 17, 1945, which were read and approved.

ELECTION OF OFFICERS: The meeting then proceeded to the election of officers of the company for the ensuing year. The following names were placed in nomination by Mr. Rahn:

Bruno Rahn	President
Ewald Haase	Vice President
Bernard T. Franck	Vice President in Charge of Sales & Service
Louis T. Smith	Secretary & Treasurer
Paul J. Imse	Asst. Secy. & Asst. Treas.
Robert Johnson	Asst. Secy. & Asst. Treas.
Thomas M. Leahy	Asst. Secretary

There being no other nominations, upon motion, duly seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominees, which was accordingly done, and thereupon the Chairman declared the above named as officers of the company to serve until the next annual meeting of the Directors, or until their successors shall be elected and qualified.

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of the Board of Directors - 2/5/45 (Cont.)

SALARIES OF OFFICERS: Upon motion, duly seconded, the salaries of the officers elected at this meeting are to remain the same as fixed heretofore by resolution of this Board at the Annual Meeting held February 7, 1944. The salaries are as follows:

		<u>Amount Per Annum</u>
Bruno Rahm	President	\$27,500
B. T. Franck	Vice Pres. in Charge of Sales & Service	10,000
Louis T. Smith	Secretary & Treasurer	10,000
Paul J. Imse	Asst. Secy. & Asst. Treas.	6,000
Robert Johnson	Asst. Secy. & Asst. Treas.	6,000
Ewald Haase	Vice President	None
Thomas M. Leahy	Asst. Secretary	None

APPOINTMENT OF COUNSEL: Upon motion, duly seconded, Miller, Mack & Fairchild were appointed Counsel of the company with a retainer fee of \$12,000 per annum.

NOTICE TO AMEND SECTION 2 OF ARTICLE II

OF THE BY-LAWS: The President informed the Board that it was the intention to amend the By-Laws so as to change the fees of the directors present at each annual, regular and special meeting of the Board of Directors. In conformity with Section 2 of Article V of the By-Laws the following written notice was given to the Board at this meeting:

"TO THE BOARD OF DIRECTORS OF MILWAUKEE GAS LIGHT COMPANY:

Notice is hereby given that at the monthly meeting of the directors on February 21, 1945, there will be submitted a proposal to amend Section 2 of Article II of the By-Laws of the company so as to change the directors' fees from \$180.00 for each regular meeting, and \$90.00 for every special meeting, equally divided among those present and at which a quorum was present, to \$50.00 to each director present at each annual, regular and special meeting held after February 1, 1945, at which a quorum shall be present.

Dated February 5-1945.

(Signed) L. T. Smith
Secretary. "

The original of the above notice is appended to these minutes as page 309. A copy was mailed to each of the directors of Milwaukee Gas Light Company,

MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of the Board of Directors - 2/5/45 (Cont.)

MILWAUKEE ASSOCIATION OF COMMERCE:CITIZENS' BUREAU OF MILWAUKEE:

was unanimously

Upon motion, duly seconded, it

RESOLVED, that the proper officers be and they are hereby authorized to renew the subscription of Six Hundred Dollars (\$600.00) to the Milwaukee Association of Commerce as membership dues for the year ending January 31, 1946.

RESOLVED, that the proper officers be and they are hereby authorized to make a subscription of Two Hundred Dollars (\$200.00) to the Citizens' Bureau of Milwaukee for the year ending December 31, 1945.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

MILWAUKEE GAS LIGHT COMPANY

626 EAST WISCONSIN AVENUE

MILWAUKEE 1, WISCONSIN

B. RAHN
PRESIDENT
E. HAASE
VICE-PRESIDENT
B. T. FRANCK
VICE-PRESIDENT
L. T. SMITH
SECRETARY & TREASURER
R. JOHNSON
ASST. SECRETARY & ASST. TREASURER
P. J. IMSE
ASST. SECRETARY & ASST. TREASURER

TO THE BOARD OF DIRECTORS OF MILWAUKEE GAS LIGHT COMPANY:

Notice is hereby given that at the monthly meeting of the directors on February 21, 1945, there will be submitted a proposal to amend Section 2 of Article II of the By-Laws of the company so as to change the directors' fees from \$180.00 for each regular meeting, and \$90.00 for every special meeting, equally divided among those present and at which a quorum was present, to \$50.00 to each director present at each annual, regular and special meeting held after February 1, 1945, at which a quorum shall be present.

Dated February 5-1945.

L. T. Smith
Secretary.

FOR VICTORY

BUY

UNITED
STATES
SAVINGS

BONDS
AND
STAMPS



MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the
Board of Directors
-----Milwaukee, Wis., February 21-1945
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, February 21, 1945, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. H. Anger, W. C. Buchanan, Ed. Gillen, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad, C. Joys, Jr. and H. Lindsay.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 5, 1945, which were read and approved.

REPORTS: The meeting then proceeded to discuss the operations of the corporation as reflected in the regular balance sheet of the company as of January 31, 1945, and the income statements for the month of January 1945 and the twelve months ending January 31, 1945, the reports being presented by the Secretary for consideration.

After lengthy discussion and careful consideration, the reports, together with pertinent data and comparative statistics, were then ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of March, 1945, to stockholders of record at the close of business on the 23rd day of February, 1945, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 2/21/45 (Cont.)

RELIEF FUND OF THE AMERICAN RED CROSS: The meeting then proceeded to discuss and consider the appeal of the American Red Cross for funds to carry on war relief during the year 1945. The Chairman recommended that our contribution be the same as last year inasmuch as the work of the Red Cross and its humanitarian efforts will be as great as ever during the coming year of 1945. This year Milwaukee County is expected to contribute \$1,698,500, which is about the same as last year's quota, toward the national goal of the American Red Cross War Fund Campaign of \$200,000,000.

After discussion and consideration, and on motion, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a donation of Forty-five Hundred Dollars (\$4,500.00) to the American National Red Cross Campaign fund for War Relief for the year ending February 28, 1946.

RETIREMENT OF OLD EMPLOYEES: The President then submitted for consideration the case of Frank J. Buretta, an old employee of the company, who, because of the effects of coronary trouble, is unable to continue at his work. He recommended that he be given a welfare allowance from January 1, 1945, payable monthly, until further action of the Board. He also recommended that Pasquale (Patsy) Cozza, an old employee of the Third Ward Station, continue to receive a welfare allowance; however, that the amount be reduced from \$30.00 to \$10.00 per month, effective February 1, 1945, until further action of the Board.

Mr. Buretta was employed most recently as a helper at our West Service Shop, is 63 years of age, and has been in the employ of the Company for 28 years. Due to his weakened physical condition caused by coronary trouble and other physical ailments, he no longer can continue at his work. The record of this employee is on file in the Payroll Department.

Upon motion, duly seconded, it was unanimously

RESOLVED, that Mr. Frank J. Buretta be retired from duty, and that until further action of the Board of Directors he be given an allowance of Forty Dollars (\$40.00) per month, beginning January 1, 1945 and until November 1, 1946, at which time he becomes eligible to Federal Old Age Benefits, and thereafter from November 1, 1946 he be given an allowance of Ten Dollars (\$10.00) per month, the above payments chargeable to Welfare Account.

FURTHER RESOLVED, that Pasquale (Patsy) Cozza be continued on the Company Welfare Roll, and that until further action of the Board of Directors he be given an allowance of Ten Dollars (\$10.00) per month, beginning February 1, 1945, chargeable to Welfare Account.

MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 2/21/45 (Cont.)

DIVIDENDS RECEIVED ON GROUP LIFE INSURANCE: The President informed the Board that arrangements have been made whereby the employees are to share in the dividends received from The Equitable Life Assurance Society on the Group Life Insurance Policy in force since June 1-1928. The employees are to share in each year's dividends in proportion to the amounts they have contributed toward the total premium for such year.

The plan also contemplates taking into consideration the entire period since the insurance plan was put into operation on June 1, 1928 to the close of the policy year May 31, 1944. Only the employees on the payroll on the effective date of distribution are to participate. The amount involved subject to distribution to our employees will be approximately \$15,500; however, such distribution will be dependent upon the favorable ruling of the Federal Salary Stabilization Unit.

After discussion and consideration, and upon motion, duly seconded, it was unanimously

RESOLVED, that the arrangements and recommendations of the President as above written, be, and the same are hereby authorized, approved and confirmed.

AMENDMENT OF SECTION 2 OF ARTICLE II OF THE BY-LAWS: Notice having been given to the members of the Board of Directors in compliance with Section 2 of Article V of the By-Laws of the Company, the following resolution was duly adopted, effective as of February 1, 1945, by a majority of the entire Board:

RESOLVED, that Section 2 of Article II of the By-Laws of the Company be amended to read as follows:

"SEC. 2. There shall be an annual meeting of the directors on the first Monday in February to be held immediately after the adjournment of the annual meeting of the stockholders. There shall be stated monthly meetings of the Directors on the third Wednesday of each and every month, and meetings at such other times as the Board may deem proper, and for their services each director present at the meeting shall receive the sum of \$50.00 for each annual, regular and special meeting at which a quorum shall be present. Special meetings may be called by the Chairman of the Board, the President, a Vice-president or General Manager, or any two members of the Board, upon written notice mailed by the Secretary to each Director at least twenty-four hours prior to the time of holding such meetings; provided, that at all such meetings it shall require a majority of the whole Board to adopt any measure.

"At the meetings of the Board of Directors, a quorum being present, the order of business shall be as follows, viz:

MILWAUKEE GAS LIGHT COMPANY

-4- Regular Meeting of the Board of Directors - 2/21/45 (Cont.)

AMENDMENT OF SEC. 2 OF ART. II
OF THE BY-LAWS (Cont.)

"First - Reading (correcting, if necessary), and approving the journal.

"Second - Communications from the President and others.

"Third - Reports from committees and from officers and agents of the Company.

"Fourth - Resolutions and motions.

"Fifth - Unfinished and miscellaneous business."

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.


Secretary.

MILWAUKEE GAS LIGHT COMPANY